

VioQuest Pharmaceuticals, Inc.  
Form 424B3  
January 03, 2006

Filed Pursuant to Rule 424(b)(3)  
File No. 333-113980

**PROSPECTUS SUPPLEMENT NO. 1  
(To Prospectus Dated December 20, 2005)**

**VioQuest Pharmaceuticals, Inc.**

**7,345,209 Shares  
Common Stock**

The information contained in this prospectus supplement amends and updates our prospectus dated December 20, 2005 (the "Prospectus"), and should be read in conjunction therewith. Please keep this Prospectus Supplement with your Prospectus for future reference.

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the Prospectus is truthful or complete. Any representation to the contrary is a criminal offense.**

**The date of this Prospectus Supplement is January 3, 2006**

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**SELLING STOCKHOLDERS**

The following table sets forth the number of shares of the common stock owned by the selling stockholders as of January 3, 2006, and after giving effect to this offering. The information in the table included under the heading “Selling Stockholders” in the Prospectus is superseded by the information appearing in the following table.

| <b>Name</b>                             | <b>Shares beneficially owned before offering</b> | <b>Number of outstanding shares offered by selling shareholder</b> | <b>Number of shares offered by selling shareholder issuable upon exercise of warrants</b> | <b>Percentage beneficial ownership after offering</b> |
|---|--|--|---|---|
| Ross D. Ain                             | 24,000   | 16,000   | 8,000   | --  |
| Fred J. Allegrezza                      | 25,500   | 17,000   | 8,500   | --  |
| Balanced Investment LLC                 | 300,000  | 200,000  | 100,000   | --  |
| Thomas J. Banholzer                     | 10,500   | 7,000  | 3,500   | --  |
| Bryan Becker                            | 37,498   | 24,999   | 12,499  | --  |
| David Becker                            | 37,500   | 25,000   | 12,500  | --  |
| Benjamin Partners Inc. Savings Plan FBO |  |  |   |   |
| Jeffrey Benison                         | 17,000   | 0  | 17,000  | --  |
| Paul Bennett                            | 15,000   | 10,000   | 5,000   | --  |
| Alexander Bernt                         | 12,000   | 8,000  | 4,000   | --  |
| Stefanie Bernt                          | 12,000   | 8,000  | 4,000   | --  |
| David J. Bershada                       | 90,000   | 60,000   | 30,000  | --  |
| Daniel Bettencourt                      | 15,000   | 10,000   | 5,000   | --  |
| William H. Bland                        | 6,000  | 4,000  | 2,000   | --  |
| Rocco J. Brescia Jr.                    | 75,000   | 50,000   | 25,000  | --  |
| Brino Investment Ltd                    | 49,999   | 33,333   | 16,666  | --  |
| Benito Bucay                            | 50,025   | 33,350   | 16,675  | --  |
| William B. Buchanan, Jr.                | 49,999   | 33,333   | 16,666  | --  |
| Richard & Grace Caldwell                | 6,000  | 4,000  | 2,000   | --  |
| Keith D. Camp                           | 15,000   | 10,000   | 5,000   | --  |
| Devron H. and Valerie C. Char           | 7,500  | --   | 7,500   | --  |
| Elliot A. and Jean E. Cobb, JTWROS      | 30,000   | 20,000   | 10,000  | --  |
| Roger & Margaret Coleman Jt Ten         | 49,999   | 33,333   | 16,666  | --  |
| Concordia Partners L.P.                 | 1,000,005  | 666,670  | 333,335   | --  |
| Compact LLC                             | 99,999   | 66,666   | 33,333  | --  |
| Paul Michael Coplan                     | 25,500   | 17,000   | 8,500   | --  |
| George T. Corrigan Jr.                  | 15,000   | 10,000   | 5,000   | --  |
| David B. Cowles                         | 25,500   | 17,000   | 8,500   | --  |
| John Cowles                             | 25,000   | 16,666   | 8,333   | --  |
| Kevin T. Crofton                        | 18,000   | 9,500  | 8,500   | --  |
| Ronald Gerald Danielak                  | 10,500   | 7,000  | 3,500   | --  |
| Greg Dawe                               | 57,000   | 38,000   | 19,000  | --  |

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|                               |        |        |        |    |
|-------------------------------|--------|--------|--------|----|
| Andrew G. Denka               | 20,000 | --     | 20,000 | -- |
| Denno Family Ltd. Partnership | 30,000 | 20,000 | 10,000 | -- |

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|  |         |         |         |    |
|--|---------|---------|---------|----|
| Robert P. Deysher Living Trust               | 10,500  | 7,000   | 3,500   | -- |
| Patrick R. Discepola                         | 15,000  | 10,000  | 5,000   | -- |
| Rene Dominguez                               | 10,050  | 6,700   | 3,350   | -- |
| Scott Doughman                               | 10,500  | 7,000   | 3,500   | -- |
| E&M RP Trust                                 | 150,000 | 100,000 | 50,000  | -- |
| Mark S. Eason                                | 4,000   | 0       | 4,000   | -- |
| Ellis Family Limited Partnership             | 60,000  | 40,000  | 20,000  | -- |
| Enivia PTE Ltd.                              | 99,999  | 66,666  | 33,333  | -- |
| Luis Alfredo Farache                         | 49,999  | 33,333  | 16,666  | -- |
| Theodore H. Feller                           | 10,500  | 7,000   | 3,500   | -- |
| Peter Fink                                   | 15,000  | 10,000  | 5,000   | -- |
| Christopher Fischler                         | 6,000   | 4,000   | 2,000   | -- |
| Thomas E. Fisk                               | 15,000  | 10,000  | 5,000   | -- |
| Marc Florin IRA                              | 16,666  | --      | 16,666  | -- |
| Scott Frederichsen                           | 15,000  | 10,000  | 5,000   | -- |
| Dwight E. French                             | 21,000  | 14,000  | 7,000   | -- |
| Albert Fried, Jr.                            | 50,000  | --      | 50,000  | -- |
| William J. Garner                            | 10,050  | 6,700   | 3,350   | -- |
| Alejandro Garza Garza                        | 24,999  | 16,666  | 8,333   | -- |
| Johan Magnusson Gedda                        | 52,500  | 35,000  | 17,500  | -- |
| Joel Good                                    | 15,000  | 10,000  | 5,000   | -- |
| Peter Grabler                                | 16,666  | --      | 16,666  | -- |
| Brett A. Granet                              | 22,500  | 15,000  | 7,500   | -- |
| Murray & Ujjaini Grigg                       | 60,000  | 40,000  | 20,000  | -- |
| Manish Gupta                                 | 6,000   | 4,000   | 2,000   | -- |
| Curtis and Teresa Hagerty                    | 15,000  | 10,000  | 5,000   | -- |
| David Hallberg                               | 6,000   | 4,000   | 2,000   | -- |
| William M. and Deborah Haskell               | 6,000   | 4,000   | 2,000   | -- |
| Steven Heggelke                              | 10,500  | 7,000   | 3,500   | -- |
| Gregory C. Herr                              | 6,000   | 4,000   | 2,000   | -- |
| Garry Higdem                                 | 75,000  | 50,000  | 25,000  | -- |
| Gerald & Cynthia Hohman                      | 10,500  | 7,000   | 3,500   | -- |
| Larry D. Hunter                              | 6,000   | 4,000   | 2,000   | -- |
| John Igoe                                    | 22,500  | 15,000  | 7,500   | -- |
| JR Construction Management<br>Services, Inc. | 19,999  | 11,666  | 8,333   | -- |
| Richard A. Jacoby                            | 49,999  | 33,333  | 16,666  | -- |
| Patrick M. Kane                              | 49,999  | 33,333  | 16,666  | -- |
| Robert Kantor                                | 74,998  | 49,999  | 24,999  | -- |
| Brian Karasawa                               | 15,000  | 10,000  | 5,000   | -- |
| OZF Investments LLC                          | 900,000 | 600,000 | 300,000 | -- |
| Kevin P. Klett                               | 6,000   | 4,000   | 2,000   | -- |
| Brian Kugelman                               | 10,500  | 7,000   | 3,500   | -- |
| Jos. Kump & Joan Kump                        | 51,000  | 34,000  | 17,000  | -- |
| Michael D. Lachance                          | 10,500  | 7,000   | 3,500   | -- |
| Lisa Lanzarini                               | 2,700   | 1,800   | 900     | -- |
| Daniel E. Larson                             | 30,000  | 20,000  | 10,000  | -- |
| Gary W. Lefelar                              | 10,500  | 7,000   | 3,500   | -- |



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|   |         |         |        |    |
|---|---------|---------|--------|----|
| Ari Leman   | 10,500  | 7,000   | 3,500  | -- |
| David D. Le Norman  | 25,500  | 17,000  | 8,500  | -- |
| Michael Lusk  | 10,500  | 7,000   | 3,500  | -- |
| Philip W. Madow   | 21,000  | 14,000  | 7,000  | -- |
| George R. Martin  | 6,000   | 4,000   | 2,000  | -- |
| Eric D. Mathias   | 27,000  | 18,000  | 9,000  | -- |
| A.J. Matyczynski  | 6,000   | 4,000   | 2,000  | -- |
| MB Partnership  | 10,000  | --      | 10,000 | -- |
| Marc C. McGeever  | 6,000   | 4,000   | 2,000  | -- |
| Brian E. & Mary S. McGovern   | 4,999   | 3,333   | 1,666  | -- |
| Gary R. Meteer  | 10,500  | 7,000   | 3,500  | -- |
| Gerald L. Meyr  | 13,000  | 8,000   | 5,000  | -- |
| Arthur P. Mitchell  | 15,000  | 10,000  | 5,000  | -- |
| Michael Mohr  | 30,000  | 20,000  | 10,000 | -- |
| David Murcian   | 97,500  | 65,000  | 32,500 | -- |
| Gregory Wayne & Judy Chumley<br>Nelson                                      | 7,500   | --      | 7,500  | -- |
| Brent Olson   | 15,000  | 10,000  | 5,000  | -- |
| John S. Osterweis, as ttee FBO The<br>Osterweis<br>Revocable Trust          | 49,999  | 33,333  | 16,666 | -- |
| H. David Overbeeke  | 36,000  | 24,000  | 12,000 | -- |
| Mario Pasquel & Begona Miranda  | 27,225  | 18,150  | 9,075  | -- |
| Suman T. and Shobhana S. Patel  | 15,000  | 10,000  | 5,000  | -- |
| Perkins Capital Management, Inc.<br>Profit Sharing<br>Plan U/A dtd 12/15/86 | 45,000  | 30,000  | 15,000 | -- |
| Perkins Foundation  | 22,500  | 15,000  | 7,500  | -- |
| Richard W. Perkins Trustee U/A dtd<br>6/14/78<br>FBO Richard W. Perkins     | 52,500  | 35,000  | 17,500 | -- |
| Martin Jay Perl   | 6,000   | 4,000   | 2,000  | -- |
| Josef Pickenhahn  | 15,000  | 10,000  | 5,000  | -- |
| Porlana Capital Corp. PTE Ltd.  | 97,500  | 65,000  | 32,500 | -- |
| Premero Investments Ltd.  | 14,971  | 9,981   | 4,990  | -- |
| Pyramid Partners, L.P.  | 150,000 | 100,000 | 50,000 | -- |
| UBS Financial Custodian for Rod J.<br>Ragan                                 | 6,000   | 4,000   | 2,000  | -- |
| Govin T. Rajan  | 24,000  | 16,000  | 8,000  | -- |
| Elke R. de Ramirez  | 14,469  | 9,646   | 4,823  | -- |
| Stephen A. Raymond  | 7,500   | 5,000   | 2,500  | -- |
| Stephen A. Raymond, Trustee<br>Pauline S. Johnson Trust U/A/D<br>2/10/86    | 10,500  | 7,000   | 3,500  | -- |
| John P. Ritchie and Marianne<br>Ritchie JTWROS                              | 7,500   | 5,000   | 2,500  | -- |
| James W. Robertson  | 10,500  | 7,000   | 3,500  | -- |
| Richard Rodick  | 6,300   | 4,200   | 2,100  | -- |
| Joseph P. & Julie A. Rogers   | 6,500   | 0       | 6,500  | -- |

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|                                  |         |        |        |     |
|----------------------------------|---------|--------|--------|-----|
| Harold Roitenberg, Trustee FBO   |         |        |        |     |
| Harold                           |         |        |        |     |
| Roitenberg Trust U/A dtd 4/13/92 | 30,000  | 20,000 | 10,000 | --  |
| John F. Rooney                   | 37,500  | 25,000 | 12,500 | --  |
| Alan D. Roth (1)                 | 812,184 | 80,000 | 40,000 | 1.5 |
| Matthew J. Rund                  | 6,000   | 4,000  | 2,000  | --  |

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|--|---------|---------|--------|----|
| David J. Rupert                          | 45,000  | 30,000  | 15,000 | -- |
| David W. Ruttenberg                      | 24,999  | 16,667  | 8,333  | -- |
| Wayne Saker                              | 20,000  | -       | 20,000 | -- |
| Russell B. Scaffede                      | 6,250   | 0       | 6,250  | -- |
| Michael H. Schwartz Profit Sharing Plan  | 49,999  | 33,333  | 16,666 | -- |
| Francis P. Sears III                     | 24,900  | 16,600  | 8,300  | -- |
| Gabriel A. Segovia                       | 40,500  | 27,000  | 13,500 | -- |
| Robert Segovia                           | 27,570  | 18,380  | 9,190  | -- |
| Joseph E. Simmons, Kathleen K. Casey     |         |         |        |    |
| JTWROS                                   | 6,000   | 4,000   | 2,000  | -- |
| Hargopal Singh                           | 24,000  | 16,000  | 8,000  | -- |
| Source One                               | 100,500 | 67,000  | 33,500 | -- |
| Spectra Capital Management, LLC          | 33,333  | --      | 33,333 | -- |
| Douglas W. & Audrey J. Stephens          | 15,000  | 10,000  | 5,000  | -- |
| S. Michael Stinson                       | 6,000   | 4,000   | 2,000  | -- |
| Surucun Ltd                              | 180,000 | 120,000 | 60,000 | -- |
| Scott Swix                               | 10,500  | 7,000   | 3,500  | -- |
| Wayne F. Tackabury IRA                   | 15,000  | 10,000  | 5,000  | -- |
| Myron M. Teitelbaum MD                   | 24,999  | 16,666  | 8,333  | -- |
| Tisu Investment Ltd.                     | 49,999  | 33,333  | 16,666 | -- |
| Tokenhouse Trading S.P.                  | 199,999 | 133,333 | 66,666 | -- |
| Victor M. Tolomei                        | 15,000  | 10,000  | 5,000  | -- |
| Seckin Unlu                              | 51,000  | 34,000  | 17,000 | -- |
| Michael Unsworth                         | 14,959  | 9,973   | 4,986  | -- |
| Roger S. Vincent                         | 25,500  | 17,000  | 8,500  | -- |
| Richard L. Webb                          | 9,000   | 6,000   | 3,000  | -- |
| Thomas Webber                            | 6,000   | 4,000   | 2,000  | -- |
| David Weidner                            | 6,000   | 4,000   | 2,000  | -- |
| Melvyn J. Weiss                          | 150,000 | 100,000 | 50,000 | -- |
| Christopher J. Whyman - IRA              | 24,900  | 16,600  | 8,300  | -- |
| Gary L. Willoughby & Sarah R. Willoughby | 21,000  | 14,000  | 7,000  | -- |
| Tracie Winbigler                         | 15,000  | 10,000  | 5,000  | -- |
| ThinkEquity Partners LLC                 | 73,680  | --      | 73,680 | -- |
| Richard Sands                            | 60,000  | --      | 60,000 | -- |
| Wayde Walkr                              | 15,000  | --      | 15,000 | -- |
| Kevin Wilson                             | 7,500   | --      | 7,500  | -- |
| Richard Brewster                         | 2,500   | --      | 2,500  | -- |
| Rafael Vasquez                           | 2,500   | --      | 2,500  | -- |
| Matthew Eitner                           | 2,500   | --      | 2,500  | -- |
| Matthew McGovern                         | 40,185  | --      | 40,185 | -- |
| Nate Clay                                | 1,500   | --      | 1,500  | -- |
| William Poon                             | 1,800   | --      | 1,800  | -- |
| Joseph Faskowitz                         | 1,500   | --      | 1,500  | -- |
| Richard Michalski                        | 500     | --      | 500    | -- |
| Brian Smith                              | 500     | --      | 500    | -- |
| James Ahern                              | 500     | --      | 500    | -- |



Scott Steele

200

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200

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5

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|                          |         |                  |                  |     |
|--------------------------|---------|------------------|------------------|-----|
| Anthony Miller           | 100     | --               | 100              | --  |
| Charles Savage           | 1,500   | --               | 1,500            | --  |
| David Bloom              | 100     | --               | 100              | --  |
| Matthew Donohue          | 100     | --               | 100              | --  |
| David Roth               | 750     | --               | 750              | --  |
| Tom Gaito                | 750     | --               | 750              | --  |
| Eli Pinchovsky           | 300     | --               | 300              | --  |
| Kent Mitchell            | 100     | --               | 100              | --  |
| Ian Rupert               | 200     | --               | 200              | --  |
| Lindsay A. Rosenwald     | 743,677 | --               | 102,870          | 1.4 |
| William Corcoran         | 4,228   | --               | 4,228            | --  |
| Scott Katzmann           | 64,811  | --               | 64,811           | --  |
| Bernard Gross            | 36,630  | --               | 36,630           | --  |
| Stephen C. Rocamboli (2) | 107,699 | --               | 5,000            | *   |
| David M. Tanen (3)       | 107,699 | --               | 5,000            | *   |
| John Knox (4)            | 31,475  | --               | 4,228            | *   |
| Basil Christakos         | 16,286  | --               | 5,000            | *   |
| John Papadimitropoulos   | 27,175  | --               | 4,228            | *   |
| Michael Rosenman         | 2,000   | --               | 2,000            | *   |
| Benjamin Bernstein       | 3,000   | --               | 3,000            | *   |
| Karl Rugeberg            | 31,428  | --               | 31,428           | --  |
| <b>Totals</b>            |         | <b>4,449,074</b> | <b>2,896,135</b> |     |

\* Denotes less than 1 percent.

(1) Dr. Roth was our President, Chief Executive Officer and Chief Financial Officer, and a member of our board of directors until April 2004.

(2) Mr. Rocamboli is our Interim Chairman of the Board of Directors.

(3) Mr. Tanen was a director of our company until November 2005, at which time he resigned.

(4) Mr. Knox was our treasurer until March 2005.