

United States
Securities and Exchange Commission

Washington DC 20549

Form 10-QSB/A

Quarterly Report under Section 13 of the Securities Exchange Act of 1934

For the Quarterly Period Ended
September 30, 1996

Commission File No. 0-27282

Atlantic Pharmaceuticals, Inc.

142 Cypress Point Road
Half Moon Bay, California 94019
Telephone (415)726-1327

Incorporated in Delaware

IRS ID # 36-3898269

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the last 90 days:

Yes No

Transitional Small Business Disclosure Format Yes No

2,913,720 shares of common stock, \$.001 par value, were outstanding on September 30, 1996

Assets	September 30, 1996	December 31, 1995
(unaudited)		
Current assets:		
Cash and cash equivalents	\$ 3,245,129	5,044,632
Prepaid expenses	32,500	48,000
Total current assets	3,277,629	5,092,632
Furniture and equipment, net of accumulated depreciation of \$61,973 and \$26,728 at September 30, 1996 and December 31, 1995, respectively	87,196	55,791
	\$ 3,364,825	5,148,423
Liabilities and Stockholders' Equity		
Current liabilities:		
Accrued expenses	\$ 290,292	800,383
Accrued interest	--	115,011
Demand notes payable	--	125,000
Note payable	--	75,000
Total current liabilities	290,292	1,115,394
Stockholders' equity		
Preferred stock, \$.001 par value. Authorized 50,000,000 shares; none issued and outstanding	--	--
Common stock \$.001 par value. Authorized 80,000,000 shares; 2,913,720 and 2,663,720 shares issued and outstanding at September 30, 1996 and December 31, 1995, respectively	2,914	2,664

Common stock subscribed. 182 shares
at September 30,1996 and December 31,1995
Additional paid -in capital
Deficit accumulated during development stage
Deferred compensation

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10,634,938
(7,452,377)
(110,400)

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9,043,875
(4,880,968)
(132,000)

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	3,075,075	4,033,571
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Less common stock subscriptions receivable
Less treasury stock, at cost

(218)
(324)

(218)
(324)

Total stockholders' equity

3,074,533

4,033,029

	\$ 3,364,825	5,148,423
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See accompanying notes to consolidated financial statements.

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf.

Atlantic Pharmaceuticals, Inc.

November 18, 1996

Jon D. Lindjord

Jon D. Lindjord
Chief Executive Officer and President

Shimshon Mizrachi

Shimshon Mizrachi
Controller
Principal Accounting and Financial Officer