REGIONS FINANCIAL CORP
Form 11-K
June 26, 2008
Table of Contents

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 11-K

x ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the Fiscal Year Ended December 31, 2007

or

¨ TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the Transition Period From _____ to _____

Commission File Number 000-50831

AmSouth Bancorporation Thrift Plan

Regions Center

1900 Fifth Avenue North

Birmingham, Alabama 35203

(Full title of plan and the address of plan)

Regions Financial Corporation

Regions Center

1900 Fifth Avenue North

Birmingham, Alabama 35203

(Name of issuer of the securities held pursuant to the

plan and the address of its principal executive office)

Table of Contents

AUDITED FINANCIAL STATEMENTS AND

SUPPLEMENTAL SCHEDULE (MODIFIED CASH BASIS)

Regions Financial Corporation AmSouth Bancorporation Thrift Plan

As of December 31, 2007 and 2006 and for the Years Then Ended

with Report of Independent Registered Public Accounting Firm

Table of Contents

Regions Financial Corporation AmSouth Bancorporation Thrift Plan

Audited Financial Statements and Supplemental Schedule

(Modified Cash Basis)

As of December 31, 2007 and 2006 and for the Years Then Ended

Contents

Report of Independent Registered Public Accounting Firm	1
Audited Financial Statements	
Statements of Net Assets Available for Benefits (Modified Cash Basis) As of December 31, 2007 and 2006	2
Statements of Changes in Net Assets Available for Benefits (Modified Cash Basis) Years Ended December 31, 2007 and 2006	3
Notes to Financial Statements	4
Supplemental Schedule	
Schedule H, Line 4i - Schedule of Assets (Held at End of Year) (Modified Cash Basis) December 31, 2007	11

Table of Contents

Ernst & Young LLP Phone: (205) 251-2000

AmSoutth/Harbert Plaza www.ey.com

Suite 1200

1901 Sixth Avenue North

Birmingham, Alabama 35203

Report of Independent Registered Public Accounting Firm

The Benefits Management Committee

Regions Financial Corporation AmSouth Bancorporation Thrift Plan

We have audited the accompanying statements of net assets available for benefits (modified cash basis) of the Regions Financial Corporation AmSouth Bancorporation Thrift Plan as of December 31, 2007 and 2006, and the related statements of changes in net assets available for benefits (modified cash basis) for the years then ended. These financial statements are the responsibility of the Plan s management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. We were not engaged to perform an audit of the Plan s internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan s internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

As described in Note 2, the financial statements and supplemental schedule were prepared on a modified cash basis of accounting, which is a comprehensive basis of accounting other than U.S. generally accepted accounting principles.

In our opinion, the financial statements referred to above present fairly, in all material respects, information regarding the Plan s net assets available for benefits (modified cash basis) as of December 31, 2007 and 2006, and changes therein (modified cash basis) for the years then ended, on the basis of accounting described in Note 2.

Our audits were performed for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedule (modified cash basis) of assets (held at end of year) as of December 31, 2007, is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan s management. The supplemental schedule (modified cash basis) has been subjected to the auditing procedures applied in our audits of the financial statements and, in our opinion, is fairly stated in all material respects in relation to the financial statements taken as a whole.

June 24, 2008

A member firm of Ernst & Young Global Limited

Table of Contents

Regions Financial Corporation - AmSouth Bancorporation Thrift Plan

Statements of Net Assets Available for Benefits

(Modified Cash Basis)

	December 31	
	2007	**2006**
Assets		
Investments, at fair value	**$413,562,768**	$479,318,029
Dividends receivable	**2,147,491**	1,961,907
Net assets available for benefits, at fair value	**415,710,259**	481,279,936
Adjustment from fair value to contract value for interest in collective trust relating to fully benefit responsive investment contracts	**613,803**	(1,422,009)
Net assets available for benefits	**$416,324,062**	$479,857,927

See accompanying notes.

Table of Contents

Regions Financial Corporation - AmSouth Bancorporation Thrift Plan

Statements of Changes in Net Assets Available for Benefits

(Modified Cash Basis)

	Year Ended December 31	
	2007	**2006**
Additions		
Contributions from employer	**$19,610,539**	$13,074,475
Contributions from participants	**31,024,113**	27,475,845
Rollovers and transfers	**1,762,810**	771,563
Dividend income	**32,544,681**	30,852,506
Net appreciation in fair value of investments		28,560,259
Total additions	**84,942,143**	100,734,648
Deductions		
Payments to participants	**58,852,774**	48,432,894
Administrative expenses	**385,961**	440,144
Net depreciation in fair value of investments	**89,237,273**	
Total deductions	**148,476,008**	48,873,038
Net increase (decrease)	**(63,533,865)**	51,861,610
Net assets available for benefits		
Beginning of year	**479,857,927**	427,996,317
End of year	**$416,324,062**	$479,857,927

See accompanying notes.

Table of Contents

Regions Financial Corporation AmSouth Bancorporation Thrift Plan

Notes to Financial Statements

December 31, 2007

1. Description of the Plan

The following description of the Regions Financial Corporation AmSouth Bancorporation Thrift Plan (the Plan) provides only general information. Participants should refer to the Plan document and the Summary Plan Description for a more complete description of the Plan s provisions.

General

On November 4, 2006, Regions Financial Corporation merged with AmSouth Bancorporation. The Plan is a controlled group defined contribution plan, which provides savings benefits for substantially all employees of the following controlled groups of Regions Financial Corporation that were employees of the former AmSouth Bancorporation and affiliates prior to the merger date (collectively, the Company):

Regions Financial Corporation (parent company) (successor by merger of AmSouth Bancorporation)

Regions Bank (successor by merger of AmSouth Bank)

AmSouth Investment Services, Inc. (dissolved December 31, 2007)

Regions Equipment Finance Corporation (formerly AmSouth Leasing Corporation)

Regions Business Capital Corporation (formerly AmSouth Capital Corporation)

AmSouth Finance Corporation (inactive)

AmSouth Investment Management Company, LLC (dissolved January 14, 2008)

AmSouth Asset Management, Inc. (merged into Morgan Asset Management, Inc. effective December 31, 2007)

The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 , as amended (ERISA).

Contributions

Each year, participants may contribute up to a total of 80% of pre-tax and/or after-tax annual compensation, as defined in the Plan document, subject to IRS limitations. Participants may also rollover amounts representing distributions from other defined contribution plans. Effective January 1, 2007, a year of service is required to be eligible for the Company match. The Company matches dollar for dollar on the participants pre-tax contributions first and 50% of after-tax contributions, up to a total of 4% of base compensation during 2006 and 6% of total compensation during 2007. All employees who are eligible to make elective deferrals and who have attained age 50 before the close of the Plan year are eligible to make catch-up contributions.

Table of Contents

Regions Financial Corporation AmSouth Bancorporation Thrift Plan

Notes to Financial Statements (continued)

1. Description of the Plan (continued)

Upon enrollment, a participant may direct employee contributions in 1% increments to any of the Plan s fund options. Participants may change their investment options at anytime. Company contributions are initially invested in the Regions Stock Fund (formerly AmSouth Bancorporation Stock Fund) and can be redirected by the participants at any time at their discretion.

Participant Accounts

Each participant account is credited with the participant s contributions and allocations of (a) the Company s contributions and (b) Plan earnings or losses, and is charged with an allocation of recordkeeping expenses. Allocations are based on participant earnings or account balances, as defined in the Plan document. The benefit to which a participant is entitled is the benefit that can be provided from the participant s account. The Plan has an employee stock ownership plan component that allows participants to elect to receive a cash distribution of all of the dividends payable on the shares of Regions Financial Corporation stock allocated to the participants stock accounts as of the record date.

There are no non-participant directed investments within the Plan. Participants may transfer Company match amounts out of the Regions Stock Fund, regardless of age, at any time.

Vesting

Beginning January 1, 2006, any employee hired on or after January 1, 2006 is eligible to participate in the Plan as of the first day of the month that follows a twelve consecutive month period, beginning on the date of hire, during which the employee must work a minimum of 1,000 hours of service. Effective January 1, 2007, all employees except highly compensated employees are eligible to participate on their date of hire, and highly compensated employees are eligible to participate after one year of service. Employees regularly scheduled to work less than thirty hours per week are eligible to become participants in the Plan on the first business day of the month following the completion of 1,000 hours of service. Participants are immediately vested in their contributions, the Company matching contributions and the earnings thereon.

Table of Contents

1. Description of the Plan (continued)

Payment of Benefits

Upon termination of service, death, disability or retirement, a participant may receive a lump sum amount equal to the vested value of his or her account, or an annual withdrawal. As of December 31, 2007 and 2006, $127,624 and $958,555 included in net assets available for benefits, respectively, had been requested, approved and processed for payment but not yet paid.

Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. Participants are always 100% vested in their accounts.

2. Summary of Significant Accounting Policies

Basis of Presentation

The financial statements of the Plan have been prepared on the modified cash basis of accounting, which is a comprehensive basis of accounting other than accounting principles generally accepted in the United States. The modified cash basis of accounting is an acceptable alternative method of reporting under regulations issued by the Department of Labor. Income on securities is recorded on the accrual basis and investments are recorded at fair value as stated below. All other transactions are recorded on the cash basis.

Investment Valuation and Income Recognition

The Plan s investments in cash equivalents are stated at fair value, which approximates cost. The shares of mutual funds and common stock are valued at quoted market prices in an active market on the last business day of the Plan year. The collective investment trust fund of the Plan consists of the Regions Bank Stable Principal Fund (formerly AmSouth Bank). The Regions Bank Stable Principal Fund distributes income in the form of units, and provides a constant unit redemption value. The fair value of the Regions Bank Stable Principal Fund is calculated by the trustee discounting the related cash flows based on current yields of similar instruments with comparable durations. The contract value of the Regions Bank Stable Principal Fund represents contribution plus earnings, less participant withdrawals. In December 2005, the Financial Accounting Standards Board (FASB) issued FASB Staff Position AAG INV-1 and SOP 94-4-1, [Reporting of Fully Benefit-Responsive Investment Contracts Held by Certain Investment Companies Subject to the AICPA Investment Company Guide and Defined-Contribution Health and Welfare and Pension Plans] (the FSP). The FSP defines the circumstances in which an

Table of Contents

2. Summary of Significant Accounting Policies (continued)

investment contract is considered fully benefit responsive and provides certain reporting and disclosure requirements for fully benefit responsive investment contracts in defined contribution health and welfare and pension plans. The financial statement presentation and disclosure provisions of the FSP are effective for financial statements issued for annual periods ending after December 15, 2006 and are required to be applied retroactively to all prior periods presented for comparative purposes. The Plan adopted the provisions of the FSP on December 31, 2006.

As required by the FSP, investments in the accompanying Statements of Net Assets Available for Benefits include fully benefit responsive investment contracts recognized at fair value. AICPA Statement of Position 94-4-1, *Reporting of Investment Contracts Held by Health and Welfare Benefit Plans and Defined Contribution Pension Plans*, as amended, requires fully benefit responsive investment contracts to be reported at fair value in the Plan s statement of net assets available for benefits with a corresponding adjustment to reflect these investments at contract value. Adoption of the FSP had no effect on the statement of changes in net assets available for benefits for any period presented.

Dividend income on mutual funds is recorded on the ex-dividend date. Capital gain distributions on mutual funds are included in dividend income.

Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Table of Contents

Regions Financial Corporation AmSouth Bancorporation Thrift Plan

Notes to Financial Statements (continued)

2. Summary of Significant Accounting Policies (continued)

Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants account balances and the amounts reported in the statements of net assets available for benefits.

3. Investment Information

During 2007 and 2006, the Plan s investments (including investments purchased, sold, as well as held during the year) (depreciated)/appreciated in fair value as determined by quoted market prices as follows:

	Net (Depreciation) Appreciation in Fair Value of Investments Year Ended December 31	
	2007	**2006**
Mutual funds	**$ (13,262,809)**	$ 835,214
Regions Stock Fund	**(75,974,464)**	27,725,045
Total	**$ (89,237,273)**	$ 28,560,259

The fair values of individual investments that represent 5% or more of the Plan s net assets are as follows:

	December 31	
	2007	**2006**
Regions Stock Fund	**$ 138,574,796**	$ 206,798,913
Stable Principal Fund	**76,217,841**	77,600,078
Pioneer Value Fund	**39,210,252**	42,307,932
Pioneer Oak Ridge Large Cap Growth Fund	**29,743,049**	29,180,926
Pioneer Classic Balanced Fund	**25,902,972**	26,603,223
Pioneer Fund	**25,302,870**	(a)
Pioneer International Equity Fund	**23,892,796**	(a)

(a) Less than 5%

Table of Contents

4. Transactions with Parties-in-Interest

Regions Bank (an affiliate of the Company) dba Regions Morgan Keegan Trust (RMK) serves as corporate trustee of the Plan. Participants can direct how their contributions are invested within the Plan. R.V. Kuhns serves as an independent fiduciary investment advisor to the Plan and receives fees from the Plan sponsor for such services.

During the years ended December 31, 2007 and 2006, substantially all investment transactions were with the Regions Bank Collective Investment Trust Stable Principal Fund (an affiliate of the Company) and the Pioneer Mutual Funds. In addition, the Plan owns and has transactions in Regions Financial Corporation common stock.

The Company pays for all legal, accounting and other services on behalf of the Plan, other than recordkeeping fees.

5. Income Tax Status

The Plan has received a determination letter from the Internal Revenue Service dated June 30, 2003 stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is exempt from taxation. Subsequent to this determination by the Internal Revenue Service, the Plan was amended. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Plan Administrator believes the Plan is being operated in compliance with the applicable requirements of the Code, and, therefore, believes that the Plan, as amended, is qualified and the related trust is tax exempt.

6. Differences between Financial Statements and Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500:

	Year Ended December 31	
	2007	**2006**
Net assets available for benefits per the financial statements	**$ 416,324,062**	$ 479,857,927
Amounts allocated to withdrawn participants	**(127,624)**	(958,555)
Net assets available for benefits per the Form 5500	**$ 416,196,438**	$ 478,899,372

Table of Contents

Regions Financial Corporation AmSouth Bancorporation Thrift Plan

Notes to Financial Statements (continued)

6. Differences between Financial Statements and Form 5500 (continued)

The following is a reconciliation of benefits paid to participants per the financial statements to the Form 5500:

	Year Ended December 31	
	2007	**2006**
Benefits paid to participants per the financial statements	**$ 58,852,774**	$ 48,432,894
Add: Amounts allocated on Form 5500 to withdrawn participants at December 31, 2007 and 2006	**127,624**	958,555
Less: Amounts allocated on Form 5500 to withdrawn participants at December 31, 2006 and 2005	**(958,555)**	(1,072,878)
Benefits paid to participants per the Form 5500	**$ 58,021,843**	$ 48,318,571

Amounts allocated to withdrawn participants are recorded on the Form 5500 for benefit claims that have been processed and approved for payment, but not yet paid, prior to year-end.

7. Subsequent Event

On April 1, 2008, the plan formerly known as the Regions Financial Corporation 401(k) Plan was merged into the Plan. In conjunction, the Plan was renamed the Regions Financial Corporation 401(k) Plan.

Table of Contents

Supplemental Schedule

Table of Contents

Regions Financial Corporation AmSouth Bancorporation Thrift Plan

EIN: 63-0591257 Plan Number: 002

Schedule H, Line 4i Schedule of Assets

(Held at End of Year)

December 31, 2007

(a)	(b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment including Maturity Date, Rate of Interest Collateral, Par or Maturity Value	(d) Cost	(e) Current Value	
	Collective investment trust fund:				
*	Regions Bank	Stable Principal Fund	**	$ 76,217,841	***
	Common stock fund:				
*	Regions Financial Corporation	Regions Stock Fund	**	138,574,796	
	Mutual funds:				
*	Pioneer	Bond Fund	**	7,492,725	
		Mid Cap Fund	**	18,341,765	
		International Equity Fund	**	23,892,796	
		Pioneer Fund	**	25,302,870	
		Classic Balanced Fund	**	25,902,972	
		Oak Ridge Large Cap Growth Fund	**	29,743,049	
		Value Fund	**	39,210,252	
	INVESCO	Structured Small Cap Value Equity Trust	**	15,229,249	
	AIM	Small Cap Growth Fund	**	13,654,453	
	Total			$ 413,562,768	

* Represents a party-in-interest
** Column (d) has not been presented, as this information is not required.
*** Investment shown at contract value

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustee has duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

AMSOUTH BANCORPORATION THRIFT PLAN

REGIONS BANK, TRUSTEE

Date: June 26, 2008

By: /s/ Barbara H. Watson
Barbara H. Watson
Vice President

Table of Contents

EXHIBIT INDEX

EXHIBIT NO	EXHIBIT
23	Consent of Independent Registered Public Accounting Firm

pt"> 72,185 - - - - 72,186 Purchase of treasury stock, December 1997 - - - - - - 15,375 (1,287) - (1,287)Net loss - - - - - - - - (13,174) (13,174)

F-12

REPROS THERAPEUTICS INC. AND SUBSIDIARY

(A development stage company)

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

(in thousands except share and per share amounts)

	Preferred Stock		Common Stock		Additional Paid-in	Deferred	Treasury Stock		Deficit Accumulated During the	Total
	Shares	Amount	Shares	Amount	Capital	Compensation	Shares	Amount	Development Stage	Stockholders' Equity
BALANCE AT DECEMBER 31, 1997	-	$ -	2,885,481	$ 2	$ 113,246	$ (1,401)	15,375	$ (1,287)	$ (39,584)	$ 70,976
Deferred compensation resulting from grant of options	-	-	-	-	55	-	-	-	-	55
Amortization of deferred compensation	-	-	-	-	-	422	-	-	-	422
Forfeiture of stock options, December 1998	-	-	-	-	(21)	21	-	-	-	-
Exercise of options to purchase common stock for cash, January through October 1998 ($1.72 to $89.00 per share)	-	-	15,755	-	344	-	-	-	-	344
Issuance of common stock for services, January 15, 1998	-	-	1,250	-	103	-	-	-	-	103
Issuance of common stock for a cashless exercise	-	-	2,799	-	-	-	-	-	-	-

of Series B preferred stock warrants, May through July 1998	-	-	-	-	-	-	88,450	(6,197)	-	(6,197)
Purchase of treasury stock, January through September 1998 ($52.00 to $82.60 per share)	-	-	-	-	-	-	-	-	(12,316)	(12,316)
Net loss	-	-	-	-	-	-	-	-	(12,316)	(12,316)
BALANCE AT DECEMBER 31, 1998	-	-	2,905,285	2	113,727	(958)	103,825	(7,484)	(51,900)	53,387
Deferred compensation resulting from grant of options	-	-	-	-	(229)	229	-	-	-	-
Amortization of deferred compensation	-	-	-	-	-	239	-	-	-	239
Exercise of options to purchase common stock for cash, February through September 1999 ($0.16 to $33.50 per share)	-	-	7,966	-	72	-	-	-	-	72
Issuance of common stock for a cashless exercise of common stock warrants, February 1999	-	-	1,194	-	-	-	-	-	-	-
Issuance of common stock for a cashless exercise of Series A preferred stock warrants, April 1999	-	-	5,533	-	-	-	-	-	-	-
Issuance of common stock for a cashless exercise of Series B preferred stock warrants, March through April 1999	-	-	219	-	-	-	-	-	-	-
	-	-	134	-	4	-	-	-	-	4

Exercise of Series B preferred stock warrants to purchase common stock for cash, January 1999 ($11.00 per share)										
Net loss	-	-	-	-	-	-	-	-	(11,952)	(11,952)
BALANCE AT DECEMBER 31, 1999	-	-	2,920,331	2	113,574	(490)	103,825	(7,484)	(63,852)	41,750
Deferred compensation resulting from grant of options	-	-	-	-	77	(34)	-	-	-	43
Amortization of deferred compensation	-	-	-	-	-	283	-	-	-	283
Exercise of options to purchase common stock for cash, March through September 2000 ($1.72 to $33.50 per share)	-	-	12,354	-	112	-	-	-	-	112
Issuance of common stock through employee stock purchase plan for cash, December 2000	-	-	2,345	-	21	-	-	-	-	21
Issuance of common stock to Board of Director members for services, May through December 2000	-	-	509	-	6	-	-	-	-	6
Net loss	-	-	-	-	-	-	-	-	(11,155)	(11,155)

F-13

REPROS THERAPEUTICS INC. AND SUBSIDIARY

(A development stage company)

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

(in thousands except share and per share amounts)

	Preferred Stock		Common Stock		Additional Paid-in Capital	Deferred Compensation	Treasury Stock		Deficit Accumulated During the Development Stage	Total Stockholders' Equity
	Shares	Amount	Shares	Amount			Shares	Amount		
BALANCE AT DECEMBER 31, 2000	-	$ -	2,935,539	$ 2	$ 113,790	$ (241)	103,825	$ (7,484)	$ (75,007)	$ 31,060
Compensation resulting from grant of options	-	-	-	-	36	-	-	-	-	36
Compensation resulting from extension of warrants	-	-	-	-	23	-	-	-	-	23
Amortization of deferred compensation	-	-	-	-	-	230	-	-	-	230
Exercise of options to purchase common stock for cash, February through December 2001 ($2.56 to $16.00 per share)	-	-	3,060	-	25	-	-	-	-	25
Issuance of common stock through employee stock purchase plan for cash, June and December 2001	-	-	2,108	-	25	-	-	-	-	25
	-	-	673	-	9	-	-	-	-	9

Issuance of common stock to Board of Director members for services, February through December 2001	-	-	-	-	-	-	-	-		
Net loss	-	-	-	-	-	-	-	-	(839)	(839)
BALANCE AT DECEMBER 31, 2001	-	$ -	2,941,380	$ 2	$ 113,908	$ (11)	103,825	$ (7,484)	$ (75,846)	$ 30,569
Amortization of deferred compensation	-	-	-	-	-	11	-	-	-	11
Exercise of options to purchase common stock for cash, January and February 2002 ($2.56 to $11.76 per share)	-	-	7,816	-	21	-	-	-	-	21
Issuance of common stock through employee stock purchase plan for cash, June 2002	-	$ -	1,206	-	6	$ -	0	$ -	$ -	6
Issuance of common stock to Employees	-	-	26,250	-	111	-	-	-	-	111
Issuance of common stock to Board of Director members for services, March through December 2002	-	-	2,893	-	15	-	-	-	-	15
Net loss	-	-	-	-	-	-	-	-	(3,882)	(3,882)
BALANCE AT DECEMBER 31, 2002	-	$ -	2,979,545	$ 2	$ 114,061	$ -	103,825	$ (7,484)	$ (79,728)	$ 26,851
Issuance of common stock to Board of Director members for services, February through May 2003	-	-	2,718	-	14	-	-	-	-	14
Purchase of treasury stock	-	-	-	-	-	-	8,525	(49)	-	(49)

April ($5.48 to $6.00 per share)										
Net loss	-	-	-	-	-	-	-	-	(3,329)	(3,329)
BALANCE AT DECEMBER 31, 2003	-	$ -	2,982,263	$ 2	$ 114,075	$ -	112,350	$ (7,533)	$ (83,057)	$ 23,487
Self Tender Offer of 1,636,909 shares at $8.40 including 15,222 exercised options	-	-	15,222	-	-	-	1,636,909	(13,665)	-	(13,665)
Costs associated with self tender offer	-	-	-	-	-	-	-	(289)	-	(289)
Noncash stock compensation related to stock option bonus program	-	-	-	-	78	-	-	-	-	78
Issuance of 88,618 stock options to employees on March 29, 2004 and approved on September 29, 2004 (issue price of $10.88, fmv when approved $14.40)	-	-	-	-	312	(312)	-	-	-	-
Amortization of deferred compensation	-	-	-	-	-	78	-	-	-	78
Net loss	-	-	-	-	-	-	-	-	(3,697)	(3,697)
BALANCE AT DECEMBER 31, 2004	-	$ -	2,997,485	$ 2	$ 114,465	$ (234)	1,749,259	$ (21,487)	$ (86,754)	$ 5,992
Issuance of 1,265,000 shares of treasury stock at $16.00 per share February 1, 2005	-	-	-	-	2,641	-	(1,265,000)	15,539	-	18,180
Exercise of options to purchase common stock for cash, January and February 2005 ($11.76 to $13.88 per share)	-	-	6,675	-	85	-	-	-	-	85

Noncash stock compensation related to stock option bonus program	-	-	-	-	(15)	-	-	-	-	(15)
Amortization of deferred compensation	-	-	-	-	-	104	-	-	-	104
Net loss	-	-	-	-	-	-	-	-	(7,391)	(7,391)
BALANCE AT DECEMBER 31, 2005	-	$ -	3,004,160	$ 2	$ 117,176	$ (130)	484,259	$ (5,948)	$ (94,145)	$ 16,955
Exercise of options to purchase common stock for cash, January and July 2006 ($6.80 to $30.00 per share)	-	-	17,840	-	241	-	-	-	-	241
Reclassification of previous deferred compensation due to the adoption of FAS 123(R)	-	-	-	-	(130)	130	-	-	-	-
Stock option compensation	-	-	-	-	789	-	-	-	-	789
Net loss	-	-	-	-	-	-	-	-	(14,195)	(14,195)

REPROS THERAPEUTICS INC. AND SUBSIDIARY

(A development stage company)

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY

(in thousands except share and per share amounts)

	Preferred Stock		Common Stock		Additional Paid-in	Deferred	Treasury Stock		Deficit Accumulated During the	Total
	Shares	Amount	Shares	Amount	Capital	Compensation	Shares	Amount	Development Stage	Stockholders' Equity
Balance at December 31, 2006	-	$ -	3,022,000	$ 2	$ 118,076	$ -	484,259	$ (5,948)	$ (108,340)	$ 3,790
Exercise of options to purchase common stock for cash, January and April @ $9.60 & $32.00 per share	-	-	3,485	-	37	-	-	-	-	37
Issuance of 652,500 shares of common stock at $55.00 per share February 5, 2007, net of offering costs of $2,835	-	-	652,500	1	33,052	-	-	-	-	33,053
Stock option compensation	-	-	-	-	880	-	-	-	-	880
Net loss	-	-	-	-	-	-	-	-	(13,700)	(13,700)
Balance at December 31, 2007	-	$ -	3,677,985	$ 3	$ 152,045	$ -	484,259	$ (5,948)	$ (122,040)	$ 24,060
Stock based option compensation	-	-	-	-	871	-	-	-	-	871
Proceeds from a shareholder transaction	-	-	-	-	327	-	-	-	-	327
	-	-	600,000	1	15,557	-	-	-	-	15,558

Issuance of 600,000 shares of common stock at $26.00 per share October 2, 2008, net of offering costs of $41,458										
Net loss	-	-	-	-	-	-	-	-	(25,202)	(25,202)
Balance at December 31, 2008	-	$ -	4,277,985	$ 4	$ 168,800	$ -	484,259	$ (5,948)	$ (147,242)	$ 15,614
Exercise of stock option to purchase common stock for cash @ $14.84 per share	-	-	625	-	9	-	-	-	-	9
Issuance of 375,000 shares of common stock at $2.60 per share September 11, 2009, net of offering costs of $106	-	-	375,000	-	869	-	-	-	-	869
Issuance of 875,000 shares of common stock at $5.08 per share October 13, 2009, net of offering costs of $323	-	-	875,000	1	4,120	-	-	-	-	4,121
Issuance of 1,340,298 shares of common stock at $4.40 per share October 29, 2009, as settlement with trade creditors	-	-	968,389	1	1,330		(371,909)	4,568	-	5,899
Stock based option compensation	-	-	-	-	1,284	-	-	-	-	1,284
Net loss	-	-	-	-	-	-	-	-	(27,234)	(27,234)
Balance at December 31, 2009	-	$ -	6,496,999	$ 6	$ 176,412	$ -	112,350	$ (1,380)	$ (174,476)	$ 562
Stock based option compensation	-	-	-	-	609	-	-	-	-	609
Issuance of 96,836 shares of common stock at $2.88 to $4.40 per share, as settlement with	-	-	96,836	-	370	-	-	-	-	370

trade creditors										
Issuance of 2,448,537 shares of common stock at a weighted average share price of $2.61, net of offering costs of $381	-	-	2,448,537	3	6,391	-	-	-	-	6,394
Net loss	-	-	-	-	-	-	-	-	(4,768)	(4,768)
Balance at December 31, 2010	-	$ -	9,042,372	$ 9	$ 183,782	$ -	112,350	$ (1,380)	$ (179,244)	$ 3,167
Stock based compensation	-	-	-	-	2,283	-	-	-	-	2,283
Issuance of 326,839 shares of common stock at a weighted average share price of $3.14, net of offering costs of $43	-	-	326,839	-	1,026	-	-	-	-	1,026
Exercise of 320,730 Series A Warrants to purchase common stock for cash @ $0.01 per share	-	-	320,730	-	3	-	-	-	-	3
Issuance of 690,000 units at a price of $17.15, net of offering costs of $1,155	-	-	2,760,000	3	10,675	-	-	-	-	10,678
Issuance of 20,753 shares of common stock for the cashless exercise of 63,225 stock options	-	-	20,753	-	-	-	-	-	-	-
Net loss	-	-	-	-	-	-	-	-	(12,491)	(12,491)
Balance at December 31, 2011	-	$ -	12,470,694	$ 12	$ 197,769	$ -	112,350	$ (1,380)	$ (191,735)	$ 4,666

The accompanying notes are an integral part of these consolidated financial statements.

REPROS THERAPEUTICS INC. AND SUBSIDIARY

(A development stage company)

CONSOLIDATED STATEMENTS OF CASH FLOWS

(in thousands)

	For the Year Ended December 31,			From Inception (August 20, 1987) through December 31,
	2011	2010	2009	2011 (unaudited)
Cash Flows from Operating Activities				
Net loss	$ (12,491)	$ (4,768)	$ (27,234)	$ (191,735)
Gain on disposal of discontinued operations	-	-	-	(939)
Gain on disposal of fixed assets	-	-	-	(102)
Adjustments to reconcile net loss to net cash used in operating activities:				
Noncash financing costs	-	-	-	316
Noncash inventory impairment	-	-	-	4,417
Noncash patent impairment	-	-	1,275	2,614
Noncash other income	-	(162)	(547)	(709)
Noncash decrease in accounts payable	-	-	-	(1,308)
Depreciation and amortization	115	87	72	4,156
Noncash stock-based compensation	2,283	609	1,284	9,533
Common stock issued for agreement not to compete	-	-	-	200
Series B Preferred Stock issued for consulting services	-	-	-	18
Changes in operating assets and liabilities (net effects of purchase of businesses in 1988 and 1994):				
Increase in receivables	-	-	-	(199)
Increase in inventory	-	-	-	(4,447)
(Increase) decrease in prepaid expenses and other current assets	229	(150)	1,215	204
Increase (decrease) in accounts payable and accrued expenses	100	(568)	1,854	9,570
Net cash used in operating activities	(9,764)	(4,952)	(22,081)	(168,411)
Cash Flows from Investing Activities				
Change in trading marketable securities	-	-	-	(191)
Capital expenditures	(15)	(7)	-	(2,393)
Purchase of other assets	(320)	(364)	(502)	(4,956)
Proceeds from sale of fixed assets	-	-	-	225
Cash acquired in purchase of FTI	-	-	-	3
	-	-	-	138

Proceeds from sale of subsidiary, less $12,345 for operating losses during 1990 phase-out period				
Proceeds from sale of the assets of FTI	-	-	-	2,250
Increase in net assets held for disposal	-	-	-	(213)
Net cash used in investing activities	(335)	(371)	(502)	(5,137)
Cash Flows from Financing Activities				
Proceeds from issuance of common stock and warrants, net of offering costs	11,704	6,394	4,990	174,103
Exercise of stock options & warrants	3	-	9	375
Proceeds from a shareholder transaction	-	-	-	327
Proceeds from issuance of preferred stock	-	-	-	23,688
Purchase of treasury stock	-	-	-	(21,487)
Proceeds from issuance of notes payable	-	-	-	2,839
Principal payments on notes payable	-	-	-	(1,732)
Net cash provided by financing activities	11,707	6,394	4,999	178,113
Net increase (decrease) in cash and cash equivalents	1,608	1,071	(17,584)	4,565
Cash and cash equivalents at beginning of period	2,957	1,886	19,470	-
Cash and cash equivalents at end of period	$4,565	$2,957	$1,886	$ 4,565

The accompanying notes are an integral part of these consolidated financial statements.

1. ORGANIZATION AND OPERATIONS:

Repros Therapeutics Inc. (the “Company”, “Repros,” or “we,” “us” or “our”) was organized on August 20, 1987. We are a development stage biopharmaceutical company focused on the development of new drugs to treat hormonal and reproductive system disorders.

Our primary product candidate, Androxal®, is a single isomer of clomiphene citrate and is an orally active proprietary small molecule compound. We are developing Androxal® for men of reproductive age with low testosterone levels. Androxal® treats the underlying mechanism that causes secondary hypogonadism and restores normal testicular function.

Proellex®, our product candidate for female reproductive health, is a new chemical entity that acts as a selective blocker of the progesterone receptor and is being developed for the treatment of symptoms associated with uterine fibroids and endometriosis. We recently completed a low dose study to demonstrate both safety and signals of efficacy in low oral doses of Proellex®

We continue limited out-licensing efforts for our phentolamine-based product candidates, including VASOMAX®, which had previously been approved for marketing in several countries in Latin America for the treatment of male erectile dysfunction under the brand name, Z-Max. VASOMAX® has been on partial clinical hold in the U.S. since 1998, and no further development activities are planned.

On February 12, 2010, we entered into an Equity Distribution Agreement (the “Equity Distribution Agreement”) with Ladenburg Thalmann & Co. Inc. (“Ladenburg”), pursuant to which we may issue and sell from time to time through Ladenburg, as sales agent and/or principal, shares of our common stock having an aggregate offering price of up to $10 million (the “ATM Shares”). Ladenburg is not required to sell on our behalf any specific number or dollar amount of the ATM Shares, but Ladenburg, upon acceptance of written instructions from us, agreed to use its commercially reasonable efforts consistent with its customary trading and sales practices, to sell the ATM Shares up to the amount specified, and otherwise in accordance with the terms of a placement notice delivered to Ladenburg. We have no obligation to sell any ATM Shares under the Equity Distribution Agreement, and may at any time suspend sales under the Equity Distribution Agreement, provided that such suspension shall not affect either party’s obligations with respect to the ATM Shares sold prior to the receipt of notice of such suspension. Ladenburg receives a commission of 4% of the gross sales price of all ATM Shares sold through it under the Equity Distribution Agreement. The ATM Shares are issued pursuant to our shelf registration statement on Form S-3, as amended (File No. 333-163648). For the year ended December 31, 2011, we sold an aggregate of 326,839 ATM Shares at a weighted average share price of $3.14, for proceeds of approximately $1.0 million, net of expenses. Cumulative through December 31, 2011, we have sold 2,775,376 ATM Shares at a weighted average share price of $2.67, for proceeds of approximately $7.4 million, net of expenses. Pursuant to General Instruction I.B.6. of Form S-3, we may not sell more than one-third of the aggregate market value of our common stock held by non-affiliates during a period of 12 calendar months immediately prior to, and including, the date of such sale of such common stock.

On October 14, 2010, the Company effected a one-for-four reverse split of its common stock. The split-adjusted shares of the Company's common stock began trading on the Nasdaq Capital Market on October 15, 2010. The one-for-four reverse split converted all shares of the Company's common stock issued and outstanding, plus all outstanding stock options and the number of shares of common stock available for issuance under the Company's approved stock plans. The number of authorized shares of common stock was not affected by the reverse split. The reverse split enabled the Company to meet the continued listing rules of the Nasdaq Capital Market as evidenced by the Compliance Letter received from Nasdaq on October 29, 2010. All share and per share amounts have been retroactively adjusted to reflect the reverse stock split for all periods presented.

On February 8, 2011, we completed an underwritten public offering of 690,000 units (including the exercise of the underwriter's over-allotment option), consisting of an aggregate of 2,760,000 shares of our common stock, Series A Warrants to purchase 2,070,000 shares of our common stock and Series B Warrants to purchase 1,690,500 shares of our common stock, at a price per unit of $17.15. Each unit consisted of four shares of our common stock, Series A Warrants exercisable for three shares of our common stock at an exercise price of $0.01 per share and Series B Warrants exercisable for 2.45 shares of our common stock at an exercise price of $2.49 per share. Net proceeds to us, after the underwriting discount and offering expenses, were approximately $10.7 million. The fair value of the Series A and Series B Warrants was determined using a Black-Scholes model with the following assumptions: risk-free interest rate of 0.18%; no dividend yield; volatility of 131.66% and an expected term of six months. This resulted in a fair value of the Series A and Series B Warrants of approximately $5.4 million and a fair value of the common stock of approximately $5.3 million, which has been recorded in Additional Paid-In Capital on our Condensed Consolidated Balance Sheet. To date, 320,730 shares of our common stock have been issued from the exercise of the Series A Warrants at $0.01 per share. The Series A and B Warrants have a five year term from the date of issuance. The Series B Warrants are callable by the Company in the event that the Company's stock trades at $8.00 or more for a period of 20 trading days over any consecutive 30 trading day period. The Series A and B Warrants are also exercisable on a cashless basis. In addition, in no event may the Warrants be exercised if the holder would own 20% or more of the outstanding shares of the Company's common stock following the exercise.

As of December 31, 2011, we had accumulated losses of $191.7 million, approximately $4.6 million in cash and cash equivalents, and our accounts payable and accrued expenses were approximately $1.4 million. We believe we will have sufficient funding to conduct the Phase 1/2, 2, 2B, 2/3 and 3 clinical trials either currently underway or planned to commence in 2012 through sometime in the second quarter of 2013; however, significant additional capital will be required for us to complete development of either of our product candidates. We continue to explore potential additional financing alternatives (including corporate partnering opportunities) that would provide sufficient funds to enable us to continue to develop our two product candidates through completion of all necessary clinical trials; however, there can be no assurance that we will be successful in raising any such additional funds on a timely basis or at all. The foregoing matters raise substantial doubt about our ability to continue as a going concern.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

USE OF ESTIMATES

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

CERTAIN RISKS AND UNCERTAINTIES

Our product candidates under development require approval from the FDA or other international regulatory agencies prior to commercial sales. There can be no assurance our product candidates will receive the necessary clearance. If we are denied clearance or clearance is delayed, it may have a material adverse impact on us.

Our product candidates are concentrated in rapidly changing, highly competitive markets, which are characterized by rapid technological advances, evolving regulatory requirements and industry standards. Any failure by us to anticipate or to respond adequately to technological developments in our industry, changes in regulatory requirements or industry standards, or any significant delays in the development or introduction of products or services, could have a material adverse effect on our business, operating results and future cash flows. We have no assurance of the successful development and FDA approval or the successful commercialization of our product candidates.

CASH AND CASH EQUIVALENTS

The Company considers all cash accounts and highly liquid investments having original maturities of three months or less to be cash and cash equivalents.

PREPAID EXPENSES AND OTHER CURRENT ASSETS

Prepaid expenses and other current assets primarily consist of prepaid insurance, prepaid operating expenses and other miscellaneous assets, interest and other receivables.

FIXED ASSETS

Fixed assets include lab equipment, furniture and leasehold improvements and are recorded at cost, less accumulated depreciation and amortization. Depreciation is computed on the straight-line method over an estimated useful life of three to five years or, in the case of leasehold improvements, amortized over the shorter of the useful life or the remaining term of the lease. Maintenance and repairs that do not improve or extend the life of assets are expensed as incurred. When assets are sold or retired, the cost and accumulated depreciation are removed from the accounts and the resulting gain or loss is included in income during the period in which the transaction occurred.

OTHER ASSETS

The Company capitalizes the cost associated with building its patent library for its Androxal® product. As of December 31, 2011 and 2010, other assets consist of capitalized patent costs in the amount of $1.4 million and $1.2 million respectively. Patent costs, which include legal and application costs related to the patent portfolio, are being amortized over the lesser of 20 years or the estimated economic life of the patent. Amortization of patent cost expense was $109,000, $76,000 and $54,000 in 2011, 2010 and 2009, respectively.

We review capitalized patent and patent application costs for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. An impairment exists when estimated undiscounted cash flows expected to result from the patent are less than its carrying amount. The impairment loss recognized represents the excess of the patent cost as compared to its estimated fair value.

Due to the clinical hold on Proellex® and the uncertainty of future cash flows related to the Proellex® patent applications, the Company recorded an impairment charge of approximately $957,000 in 2009 related to these patent applications. Additionally, the Company concluded that it will no longer seek to protect the specific matter covered in certain Androxal® patent applications and recorded an impairment charge of approximately $318,000 in 2009 to abandon these patent applications. These charges were recorded in Research and Development expenses on the consolidated statement of operations. The remaining capitalized patent and patent application costs relating to Androxal® can continue to be used, outlicensed or sold to third parties for at least an amount management believes is sufficient to recover the carrying value of the capitalized patent costs.

Should the Company not continue development of Androxal® or should the Company not continue as a going concern, the remaining capitalized patent and patent application costs may not be recoverable, which would result in charges to operating results in future periods.

RESEARCH AND DEVELOPMENT EXPENSE

Research and development (“R&D”) expenses include salaries and related employee expenses, contracted regulatory affairs activities, insurance coverage for clinical trials and prior product sales, contracted research and consulting fees, facility costs, amortization of capitalized patent costs and internal research and development supplies. We expense research and development costs in the period they are incurred. These costs consist of direct and indirect costs associated with specific projects as well as fees paid to various entities that perform research on our behalf.

We estimate accrued expenses as part of our process of preparing financial statements. Examples of areas in which subjective judgments may be required include costs associated with services provided by contract organizations for clinical trials, preclinical development and manufacturing of clinical materials. We accrue for costs incurred as the services are being provided by monitoring the status of the trials or services provided and the invoices received from our external service providers. In the case of clinical trials, a portion of the estimated cost normally relates to the projected cost to treat a patient in our trials, and we recognize this cost over the estimated term of the study based on the number of patients enrolled in the trial on an ongoing basis, beginning with patient enrollment. As actual costs become known to us, we adjust our accruals. To date, our estimates have not differed significantly from the actual costs incurred. However, subsequent changes in estimates may result in a material change in our accruals, which could also materially affect our balance sheet and results of operations.

LOSS PER SHARE

Basic loss per share is computed by dividing net loss by the weighted average number of shares of common stock outstanding during the year. Diluted loss per share is computed using the average share price for the period and

applying the treasury stock method to potentially dilutive outstanding options. In applicable years all potential common stock equivalents were antidilutive and accordingly were not included in the computation.

SHARE-BASED COMPENSATION

We had one stock-based compensation plans at December 31, 2011, the 2011 Equity Incentive Plan. Accounting for stock based compensation generally requires the recognition of the cost of employee services for share-based compensation based on the grant date fair value of the equity or liability instruments issued. We use the Black-Scholes option pricing model to estimate the fair value of our stock options. Expected volatility is determined using historical volatilities based on historical stock prices for a period equal to the expected term. The expected volatility assumption is adjusted if future volatility is expected to vary from historical experience. The expected term of options represents the period of time that options granted are expected to be outstanding and falls between the options' vesting and contractual expiration dates. The risk-free interest rate is based on the yield at the date of grant of a zero-coupon U.S. Treasury bond whose maturity period equals the option's expected term.

INCOME TAXES

Our net operating losses from inception to date have resulted principally from costs incurred in conducting clinical trials and in research and development activities related to efforts to develop our products and from the associated administrative costs required to support those efforts. We have recorded a deferred tax asset for our net operating losses (“NOL”); however, as the Company has incurred net operating losses since inception, and since there is no certainty of future profits, a valuation allowance has been provided in full on our deferred tax assets in the accompanying consolidated financial statements. If the Company has an opportunity to use this NOL to off-set tax liabilities in the future, the use of this asset would be restricted based on Internal Revenue Service, state and local NOL use guidelines. The Company’s public offerings completed on February 5, 2007, October 2, 2008, September 11, 2009, October 13, 2009, February 8, 2011, February 1, 2012, the sale and issuance of our ATM Shares and the issuances of unregistered shares as part of the October 29, 2009 Settlement Agreement and Subsequent Settlement Agreements may have created a change of ownership for Federal Income tax purposes. The Company has not undertaken a study to determine if this has occurred. A change in ownership for Federal Income tax purposes may result in a limitation on the use of net operating loss and tax credit carryforwards in future periods.

3. FIXED ASSETS:

Fixed assets are as follows (in thousands):

	December 31,	
	2011	2010
Laboratory equipment	$ 20	$ 20
Office equipment	65	51
Leasehold improvements	38	38
Total fixed assets	123	109
Less — Accumulated depreciation and amortization	108	102
Net Fixed Assets	$ 15	$ 7

Depreciation and amortization was $6,000, $11,000 and $16,000 for the years ended December 31, 2011, 2010 and 2009, respectively.

4. OPERATING LEASES:

The Company leases laboratory and office space, pursuant to leases accounted for as operating leases. The lease for the Company's laboratory and office space expires in June 2015. Rental expense for the years ended December 31, 2011, 2010 and 2009, was approximately $68,000, $63,000 and $60,000, respectively. Future minimum lease payments under non-cancelable leases with original terms in excess of one year as of December 31, 2011, are as follows (in thousands):

2012	50
2013	52
2014	53
2015	27
Total	$ 182

5. ACCRUED EXPENSES:

Accrued expenses consist of the following (in thousands):

	December 31,	
	2011	2010
Research and development costs	$ 87	$ 8

Personnel related costs	70	87
Patent costs	51	18
Other	45	34
Total	$ 253	$ 147

6. FEDERAL INCOME TAXES:

The Company has had net operating losses since inception and, therefore, has not been subject to federal income taxes. As of December 31, 2011, the Company has accumulated approximately $2.2 million of research and development tax credits. As of December 31, 2011, the Company had approximately $154 million of NOL carryforwards for federal income tax purposes. Additionally, approximately $13.9 million of NOLs, and approximately $814,000 of research and development tax credits will expire in 2012.

The Tax Reform Act of 1986 provided for a limitation on the use of NOL and tax credit carryforwards following certain ownership changes that could limit the Company's ability to utilize these NOLs and tax credits. The sale of preferred stock, together with changes in stock ownership, resulted in multiple ownership changes for federal income tax purposes. The Company estimates that the amount of pre-2007 NOL carryforwards and the credits available to offset taxable income is limited to approximately $7.6 million per year on a cumulative basis. Accordingly, if the Company generates taxable income in any year in excess of its then cumulative limitation, the Company may be required to pay federal income taxes even though it has unexpired NOL carryforwards. Additionally, because U.S. tax laws limit the time during which NOLs and tax credit carryforwards may be applied against future taxable income and tax liabilities, the Company may not be able to take full advantage of its NOLs and tax credit carryforwards for federal income tax purposes.

Our net operating losses from inception to date have resulted principally from costs incurred in conducting clinical trials and in research and development activities related to efforts to develop our products and from the associated administrative costs required to support those efforts. We have recorded a deferred tax asset for our net operating losses ("NOL"); however, as the Company has incurred net operating losses since inception, and since there is no certainty of future profits, a valuation allowance has been provided in full on our deferred tax assets in the accompanying consolidated financial statements. If the Company has an opportunity to use this NOL to off-set tax liabilities in the future, the use of this asset would be restricted based on Internal Revenue Service, state and local NOL use guidelines. The Company's public offerings completed on February 5, 2007, October 2, 2008, September 11, 2009, October 13, 2009, February 8, 2011, February 1, 2012, the sale and issuance of our ATM Shares and the issuances of unregistered shares as part of the October 29, 2009 Settlement Agreement and Subsequent Settlement Agreements may have created a change of ownership for Federal Income tax purposes. The Company has not undertaken a study to determine if this has occurred. A change in ownership for Federal Income tax purposes may result in a limitation on the use of net operating loss and tax credit carryforwards in future periods. Accounting standards require the recognition of a deferred tax asset for NOLs. As the Company has incurred net operating losses since inception, and there is no certainty of future revenues, a valuation allowance has been provided in full in the accompanying consolidated financial statements.

The tax effects of temporary differences that give rise to significant portions of the deferred tax assets are as follows (in thousands):

	December 31,	
	2011	2010
Net operating loss carryforwards	$52,379	$51,907
Research and development tax credits	2,199	2,434
Accrued expenses	1,510	1,510
Total deferred tax assets	56,088	55,851
Capitalized patent costs	(471)	(399)
Total deferred tax liabilities	(471)	(399)
Less — Valuation allowance	(55,617)	(55,452)
Net deferred tax assets	$—	$—

7. STOCKHOLDERS' EQUITY:

PUBLIC OFFERINGS

On February 8, 2011, we completed an underwritten public offering of 690,000 units (including the exercise of the underwriter's over-allotment option), consisting of an aggregate of 2,760,000 shares of our common stock, Series A Warrants to purchase 2,070,000 shares of our common stock and Series B Warrants to purchase 1,690,500 shares of our common stock, at a price per unit of $17.15. Each unit consisted of four shares of our common stock, Series A Warrants exercisable for three shares of our common stock at an exercise price of $0.01 per share and Series B Warrants exercisable for 2.45 shares of our common stock at an exercise price of $2.49 per share. Net proceeds to us, after the underwriting discount and offering expenses, were approximately $10.7 million. The fair value of the Series A and Series B Warrants was determined using a Black-Scholes model with the following assumptions: risk-free interest rate of 0.18%; no dividend yield; volatility of 131.66% and an expected term of six months. This resulted in a fair value of the Series A and Series B Warrants of approximately $5.4 million and a fair value of the common stock of approximately $5.3 million, which has been recorded in Additional Paid-In Capital on our Condensed Consolidated Balance Sheet. To date, 320,730 shares of our common stock have been issued from the exercise of the Series A Warrants at $0.01 per share. The Series A and B Warrants have a five year term from the date of issuance. The Series B Warrants are callable by the Company in the event that the Company's stock trades at $8.00 or more for a period of 20 trading days over any consecutive 30 trading day period. The Series A and B Warrants are also exercisable on a cashless basis. In addition, in no event may the Warrants be exercised if the holder would own 20% or more of the outstanding shares of the Company's common stock following the exercise.

On February 12, 2010, we entered into the Equity Distribution Agreement with Ladenburg, pursuant to which we may issue and sell from time to time through Ladenburg, as sales agent and/or principal, shares of our common stock

having an aggregate offering price of up to $10 million (the “ATM Shares”). Ladenburg is not required to sell on our behalf any specific number or dollar amount of the ATM Shares, but Ladenburg, upon acceptance of written instructions from us, agreed to use its commercially reasonable efforts consistent with its customary trading and sales practices, to sell the ATM Shares up to the amount specified, and otherwise in accordance with the terms of a placement notice delivered to Ladenburg. We have no obligation to sell any ATM Shares under the Equity Distribution Agreement, and may at any time suspend sales under the Equity Distribution Agreement, provided that such suspension shall not affect either party’s obligations with respect to the ATM Shares sold prior to the receipt of notice of such suspension. Ladenburg receives a commission of 4% of the gross sales price of all ATM Shares sold through it under the Equity Distribution Agreement. The ATM Shares are issued pursuant to our shelf registration statement on Form S-3, as amended (File No. 333-163648). For the year ended December 31, 2011, we sold an aggregate of 326,839 ATM Shares at a weighted average share price of $3.14, for proceeds of approximately $1.0 million, net of expenses. Cumulative through December 31, 2011, we have sold 2,775,376 ATM Shares at a weighted average share price of $2.67, for proceeds of approximately $7.4 million, net of expenses. Pursuant to General Instruction I.B.6. of Form S-3, we may not sell more than one-third of the aggregate market value of our common stock held by non-affiliates during a period of 12 calendar months immediately prior to, and including, the date of such sale of such common stock.

On October 13, 2009, we completed a direct registered offering of 875,000 shares of our common stock at a purchase price of $5.08 per share for aggregate proceeds after expenses of approximately $4.1 million.

On September 11, 2009, we completed a direct registered offering of 375,000 shares of our common stock at a purchase price of $2.60 per share for aggregate proceeds after expenses of approximately $869,000.

SETTLEMENT WITH TRADE CREDITORS

On October 29, 2009, we entered into a Master Settlement Agreement and Releases (the "October Settlement Agreement") with certain trade creditors, pursuant to which we issued 1,340,298 shares of our common stock, at $4.40 per share, and paid approximately $2.77 million in cash to such creditors as payment in full for our then-outstanding liabilities of approximately $8.7 million and for the release of the claims held by and the dismissal of the litigation commenced by such creditors against the Company.

Between November 30, 2009 and March 31, 2010, we entered into settlement agreements and mutual releases (the "Prior Settlement Agreements") with certain of our creditors, pursuant to which we issued an aggregate of 88,115 shares of common stock and paid an aggregate of $140,572 in cash as payment in full for our then-outstanding liabilities to such creditors. On April 8, 2010, we entered into an additional settlement agreement and mutual release (together with the Prior Settlement Agreements, the "Settlement Agreements") with a creditor, pursuant to which we issued 8,721 shares of common stock (together with the shares issued under the Prior Settlement Agreements, the "Settlement Shares") and paid $8,721 in cash as payment in full for our then-outstanding liability to such creditor.

In addition to the October Settlement Agreement and Subsequent Settlement Agreements, the Company has settled with several of its creditors during 2010 in an amount less than its then-outstanding liabilities to such creditors. These settlements resulted in recognition of $177,000 in other income on the Consolidated Statement of Operations for the year ended December 31, 2010.

LOSS PER SHARE

The following table presents information necessary to calculate loss per share for the three years ended December 31, 2011, 2010 and 2009 (in thousands, except per share amounts):

	2011	2010	2009
Net loss	$(12,491)	$(4,768)	$(27,234)
Weighted average common shares outstanding	11,961	8,057	4,336
Basic loss per share	$(1.04)	$(0.59)	$(6.28)
Weighted average common and dilutive potential common shares outstanding:			
Weighted average common shares outstanding	11,961	8,057	4,336
Assumed exercise of stock options	—	—	—
	11,961	8,057	4,336

Diluted earnings per share	$(1.04)	$(0.59)	$(6.28)

Other potential common stock of 5,399,773 common shares underlying stock options and warrants for the period ended December 31, 2011, which include Series A Warrants to purchase 1,749,270 shares of our common stock at an exercise price of $0.01 and Series B Warrants to purchase 1,690,500 shares of our common stock at an exercise price of $2.49 issued in our February 8, 2011 public offering, were excluded from the above calculation of diluted loss per share because they were anti-dilutive. Additionally, 613,869 and 456,053 common shares underlying stock options for the years ended December 31, 2010 and 2009, respectively, were excluded from the above calculation of diluted loss per share since they were antidilutive.

8. STOCK OPTION PLANS:

As of December 31, 2011, there were 616,863 options available under the 2011 Equity Incentive Plan. Typically, options are granted with an exercise price per share which is equal to the fair market value per share of common stock on the date of grant. Vesting provisions for each grant are determined by the board of directors and typically vest quarterly over a three year period. All options expire no later than the tenth anniversary of the grant date.

A summary of the status of the Company’s outstanding options at December 31, 2011, 2010, and 2009 and changes during the years then ended is presented in the tables below:

	Stock Options	Weighted Average Exercise Price	Remaining Weighted Average Contractual Term (Years)
Outstanding at December 31, 2008	447,141	$ 20.88	
Granted	184,162	24.80	
Exercised	(625)	14.84	
Forfeited	(174,625)	31.92	
Outstanding at December 31, 2009	456,053	18.24	
Granted	224,872	2.16	
Exercised	—	—	
Forfeited	(67,056)	16.62	
Outstanding at December 31, 2010	613,869	12.53	
Granted	1,472,845	4.83	
Exercised	(63,225)	4.08	
Forfeited	(63,486)	19.50	
Outstanding at December 31, 2011	1,960,003	6.79	8.22
Exercisable at December 31, 2011	894,175	8.27	7.43

The following table summarizes information about stock options outstanding at December 31, 2011:

Range Of Exercise Prices		Number Outstanding	Weighted Average Remaining Life	Weighted Average Exercise Price	Number Exercisable	Weighted Average Exercise Price
$1.33 to	$4.00	266,489	8.4	$ 2.33	250,600	$ 2.29
4.01 to	5.00	980,644	9.3	4.53	328,750	4.50
5.01 to	10.00	444,908	9.1	5.73	104,151	6.32
10.01 to	15.00	121,462	2.2	11.36	121,462	11.36
35.01 to	50.80	146,500	3.0	29.43	89,212	36.98
		1,960,003			894,175	

The intrinsic value of options exercised during the years ended December 31, 2011 and December 31, 2009 was approximately $126,000 and $10,000, respectively.

Stock-based compensation is outlined in the following table (in thousands):

	2011	2010	2009
R&D expense	$540	$241	$485
G&A expense	1,743	368	799
Total expense	$2,283	$609	$1,284

At December 31, 2011, there was approximately $4.2 million of total unrecognized compensation cost related to non-vested stock options. This compensation cost is expected to be recognized over a weighted-average period of approximately two years.

Estimated fair values of stock options granted have been determined using the Black-Scholes option pricing model with the following assumptions:

	2011	2010	2009
Risk-free interest rate	1.95 %	2.0 %	2.4 %
Expected term	6 years	5 years	7 years
Volatility	92 %	91 %	74 %
Dividend yield	—	—	—
Fair value	$4.30	$1.54	$16.96

Due to our net operating loss position there are no anticipated windfall tax benefits upon exercise of options.

The Black-Scholes option pricing model and other existing models were developed for use in estimating the fair value of traded options that have no vesting restrictions and are fully transferable. In addition, option valuation models require the input of and are highly sensitive to subjective assumptions including the expected stock price volatility. The Company’s employee stock options have characteristics significantly different from those of traded options and changes in the subjective input assumptions can materially affect the fair value estimate.

9. LICENSE, RESEARCH AND DEVELOPMENT AGREEMENTS:

NATIONAL INSTITUTES OF HEALTH (NIH)

In 1999, we licensed rights to Proellex® from the National Institutes of Health ("NIH") under an exclusive, worldwide license in the field of treatment of human endocrinologic pathologies or conditions in steroid-sensitive tissues which expires upon the expiration of the last licensed patent. Under the terms of the agreement, we are obligated to meet certain developmental milestones as outlined in a commercial development plan, which has been amended and revised from time to time as circumstances warrant. We have recently amended the agreement to provide us with rights to certain second generation compounds under certain circumstances.

We provide annual updates to the NIH on the progress of our development of Proellex®. The NIH has the ability to terminate the agreement for lack of payment or if we are not meeting milestones as outlined in the commercial development plan and for other reasons as outlined in the agreement. Although we believe that we have a good working relationship with the NIH, there can be no assurance that all of the objectives and conditions in the commercial development plan will be met on a timely basis or at all, or that, if we fail to meet any of such objectives, the NIH will agree to amend this agreement to our satisfaction. Failure to comply with the material terms contained in the license agreement could result in termination of such agreement, which would prohibit us from further development of Proellex® and severely harm our business prospects. The NIH retains, on behalf of the government, a nonexclusive, nontransferable, worldwide license to practice the inventions licensed under the licensed patents by or on behalf of the government. For the purpose of encouraging basic research, the NIH retains the right to grant nonexclusive research licenses to third parties. Due to the work that was done on Proellex® at the NIH prior to our license agreement, the government also has certain rights to use the product in the event of a national emergency pursuant to the Patent and Trademark Laws Amendments Act of 1980, as amended.

10. COMMITMENTS AND CONTINGENCIES:

See footnote 4 for a discussion of our operating lease commitments.

Therapeutic uses of our Androxal® product candidate are covered in the United States by four issued U.S. patents and six pending patent applications. Foreign coverage of therapeutic uses of our Androxal® product candidate includes 46 issued foreign patents and 62 foreign pending patent applications. The issued patents and pending applications relate to methods for treating certain conditions including the treatment of testosterone deficiency in men, the treatment of diabetes mellitus type 2, the treatment of metabolic syndrome and conditions associated therewith, and the treatment of infertility in hypogonadal men. Androxal® (the trans-isomer of clomiphene) is purified from clomiphene citrate. A third party individual holds two issued patents related to the use of an anti-estrogen such as clomiphene citrate and others for use in the treatment of androgen deficiency and disorders related thereto. We requested re-examination of one of these patents by the U.S. Patent and Trademark Office ("PTO") based on prior art. The patent holder amended the

claims in the re-examination proceedings, which led the PTO to determine that the amended claims were patentable in view of those publications under consideration and a re-examination certificate was issued. We subsequently filed a second request for re-examination by the PTO in light of a number of additional publications. The request was granted and all of the claims were finally rejected by the PTO in the re-examination. The patent holder appealed the rejections to the PTO Board of Patent Appeals and Interferences (the “PTO Board”) which ultimately reversed the rejections of several dependent claims in view of those publications under consideration. The patent holder filed a Notice of Appeal to the Federal Circuit on September 28, 2010 contesting the rejections maintained by the PTO Board. A decision was rendered by the Federal Circuit on December 12, 2011, affirming the rejection of the appealed claims. We expect that a re-examination certificate will be issued confirming the patentability of the remaining claims; however, if such a re-examination certificate were to issue, we believe that our development of Androxal® would not infringe any of the remaining claims and that all of the remaining claims are invalid on various grounds including additional prior art publications. We also believe that the second of these two patents is invalid in view of published prior art not considered by the PTO. Nevertheless, there is no assurance that either patent will ultimately be found invalid over the prior art. If such patents are not invalidated by the PTO or a court of competent jurisdiction, we may be required to obtain a license from the holder of such patents in order to develop Androxal® further. If such licenses were not available on acceptable terms, or at all, we may not be able to successfully commercialize or out-license Androxal®.

In August and September of 2009, several securities fraud class action lawsuits were filed in federal court for the Southern District of Texas against the Company and various of its current or former officers and directors. The lawsuits alleged that the defendants made certain misleading statements related to the Company's Proellex drug. Among other claims, the lawsuits alleged that the defendants misrepresented the side effects of the drug related to liver function, and the risk that these side effects could cause a suspension of clinical trials on Proellex. The lawsuits were consolidated under the caption In re Repros Therapeutics, Inc. Securities Litigation, Civil Action No. 09 Civ. 2530 (VDG), and the court appointed lead plaintiffs and class counsel. Lead plaintiffs filed a consolidated amended complaint making essentially the same allegations as had been made in the prior complaints. Lead plaintiffs sought to represent a class of all persons who purchased or otherwise acquired Repros common stock between July 1, 2009 and August 2, 2009, and asserted claims under the Securities Exchange Act of 1934. Defendants filed a motion to dismiss the complaint. On January 19, 2011, the court granted the defendants' motion to dismiss and entered a final judgment dismissing the case. The time for plaintiffs to file an appeal of that order expired on February 18, 2011.

On March 1, 2010, we were served with a lawsuit where we were named as a co-defendant along with one of our clinical regulatory service providers ("CRO") relating to the Proellex® clinical trial study. The lawsuit was filed in the State of Tennessee, 30th Judicial District Chancery Court at Memphis by an investigator and claims that the CRO did not pay it amounts owing to it relating to the Proellex® study. We did not engage the investigator and under our agreement with the CRO, we believe the CRO is responsible for any such costs or damages regarding such lawsuit. Pursuant to a Settlement Agreement and Mutual Release entered into in October 2009, such CRO, on behalf of itself and its agents, released us from all claims which could be asserted by them against us. We believe such release covers the claims set forth in this lawsuit. The CRO failed to respond to the lawsuit, and a default judgment was entered against it in the amount of $172,901.29. We intend to vigorously defend any and all claims asserted by the investigator. An estimate of the possible costs or expenses to defend ourselves in this matter or risk of exposure under the litigation cannot be made at this time.

Rights Plan

We are party to a rights agreement, as amended, pursuant to which a dividend consisting of one preferred stock purchase right was distributed for each share of our common stock held as of the close of business on September 13, 1999, and to each share of common stock issued thereafter until the earlier of (i) the distribution date which is defined in the rights plan, (ii) the redemption date which is defined in the rights plan or (iii) September 13, 2015. The rights plan is designed to deter coercive takeover tactics and to prevent an acquirer from gaining control of us without offering fair value to our stockholders. The rights will expire on September 13, 2015, subject to earlier redemption or exchange as provided in the rights plan. Each right entitles its holder to purchase from us one one-hundredth of a share of a new series of Series One Junior Participating Preferred Stock at a price of $20.00 per one one-hundredth of a share, subject to adjustment. The rights are generally exercisable only if a person acquires beneficial ownership of 20% or more of our outstanding common stock.

11. QUARTERLY FINANCIAL INFORMATION (UNAUDITED):

	First Quarter Ended March 31, 2011	**Second Quarter Ended June 30, 2011**	**Third Quarter Ended September 30, 2011**	**Fourth Quarter Ended December 31, 2011**
	(In thousands except per share amounts)			
Revenues and other income:				
Interest income	$—	$ 1	$ —	$ 1
Other income	—	—	—	—
Total revenues and other income	—	1	—	1
Expenses:				
Research and development	1,480	2,267	3,234	1,701

General and administrative	635	1,418	726	1,032
Total expenses	2,115	3,685	3,960	2,733
Net loss	$(2,115)	$ (3,684)	$ (3,960)	$ (2,732)
Net loss per share – basic and diluted	$(0.20)	$ (0.30)	$ (0.32)	$ (0.22)
Shares used in loss per share calculation	10,790	12,296	12,315	12,320

	First Quarter Ended March 31, 2010	**Second Quarter Ended June 30, 2010**	**Third Quarter Ended September 30, 2010**	**Fourth Quarter Ended December 31, 2010**
	(In thousands except per share amounts)			
Revenues and other income:				
Interest income	$—	$ —	$ —	$ —
Other income	—	53	85	283
Total revenues and other income	—	53	85	283
Expenses:				
Research and development	458	756	736	954
General and administrative	669	570	533	513
Total expenses	1,127	1,326	1,269	1,467
Net loss	$(1,127)	$ (1,273)	$ (1,184)	$ (1,184)
Net loss per share – basic and diluted	$(0.17)	$ (0.16)	$ (2.13)	$ (0.13)
Shares used in loss per share calculation	6,457	7,931	8,875	8,930

12. SUBSEQUENT EVENTS

On February 1, 2012, we completed a registered direct offering to certain institutional investors, including certain existing shareholders, of 2,463,537 shares of our common stock at a price per share of $4.50. Net proceeds to us, after deducting placement agent's fees and offering expenses, were approximately $10.3 million.

On February 27, 2012, the Company announced that the FDA has granted a meeting with the Company to discuss the design of pivotal Phase 3 efficacy studies for Androxal® as well as the components of the overall drug development program required for NDA submission. The meeting has been scheduled for the first half of May, 2012.

EXHIBIT 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statements on Form S-3 (File Nos. 333-163648, 333-163510 and 333-167409) and Form S-8 (File Nos. 033-62788, 033-83406, 333-39413, 333-58542, 333-122343 and 333-175641) of Repros Therapeutics Inc. of our report dated March 27, 2012 relating to the financial statements which appears in this Form 10-K.

/s/ PricewaterhouseCoopers LLP

Houston, Texas

March 27, 2012

Exhibit 23.1

EXHIBIT 31.1

I, Joseph S. Podolski, certify that:

1. I have reviewed this annual report of Repros Therapeutics Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal controls over financial reporting, or caused such internal controls over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted account principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has

materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: March 27, 2012 By: /s/ Joseph S. Podolski
Joseph S. Podolski
President and Chief Executive Officer
Repros Therapeutics Inc.

Exhibit 31.1

EXHIBIT 31.2

I, Katherine A. Anderson, certify that:

1. I have reviewed this annual report of Repros Therapeutics Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal controls over financial reporting, or caused such internal controls over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted account principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has

materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Dated: March 27, 2012 By: /s/ Katherine A. Anderson
Katherine A. Anderson
Chief Financial Officer and
Principal Financial Officer
Repros Therapeutics Inc.

Exhibit 31.2

EXHIBIT 32.1

CERTIFICATION PURSUANT TO

18 U.S.C. SECTION 1350,

AS ADOPTED PURSUANT TO

SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Repros Therapeutics Inc. (the "Company") on Form 10-K for the fiscal year ended December 31, 2011 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Joseph S. Podolski, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: March 27, 2012 By: /s/ Joseph S. Podolski
Joseph S. Podolski
President and Chief Executive Officer
Repros Therapeutics Inc.

A signed original of this written statement required by Section 906 has been provided to Repros Therapeutics Inc. and will be retained by Repros Therapeutics Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 32.1

EXHIBIT 32.2

CERTIFICATION PURSUANT TO

18 U.S.C. SECTION 1350,

AS ADOPTED PURSUANT TO

SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Annual Report of Repros Therapeutics Inc. (the "Company") on Form 10-K for the fiscal year ended December 31, 2011 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Katherine A. Anderson, Chief Financial Officer and Principal Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: March 27, 2012 By: /s/ Katherine A. Anderson
Katherine A. Anderson
Chief Financial Officer and
Principal Financial Officer
Repros Therapeutics Inc.

A signed original of this written statement required by Section 906 has been provided to Repros Therapeutics Inc. and will be retained by Repros Therapeutics Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

Exhibit 32.2