

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**FORM 10-Q**

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended **June 30, 2011**.

or

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: **000-52446**

**CACTUS VENTURES, INC.**

(Exact name of registrant as specified in its charter)

**Nevada**

(State or Other Jurisdiction of Incorporation or Organization)

**000-52446**

(I.R.S. Employer Identification No.)

**123 W. Nye Lane, Suite 129**

**Carson City, NV**

(Address of Principal Executive Offices)

**89706**

(Zip Code)

**831-770-0217**

(Registrant's Telephone Number, Including Area Code)

(Former Name, Former Address and Former Fiscal Year, if Changed Since Last Report)

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 past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of August 8, 2011, there were 11,155,008 shares of the issuer's common stock outstanding.

**PART I-FINANCIAL INFORMATION**

Cactus Ventures, Inc.  
Condensed Balance Sheet  
June 30, 2011 and December 31, 2010

|  | Unaudited<br>2011 | Audited<br>2010 |
|--|-------------------|-----------------|
| <b><u>ASSETS</u></b>   |                   |                 |
| Current assets   |                   |                 |
| Cash in bank   | \$ 150            | 150             |
| Total current assets   | 150               | 150             |
| Total assets   | \$ 150            | \$ 150          |
| <b><u>LIABILITIES AND SHAREHOLDERS' EQUITY</u></b>                             |                   |                 |
| Current liabilities  |                   |                 |
| Accounts Payable   | \$ —              | \$ 13,694       |
| Accrued Legal Fees   | 810               | 1,120           |
| Accrued interest   | 23,755            | 21,247          |
| Total current liabilities  | 24,565            | 36,061          |
| Notes payable related parties  | 53,753            | 58,707          |
| Total liabilities  | 78,318            | 94,768          |
| Shareholders' deficit  |                   |                 |
| Preferred stock, 100,000,000 shares \$.01 par authorized, 0 outstanding        | —                 | —               |
| Common stock, 100,000,000 shares, \$.01 par authorized, 11,155,008 outstanding | 111,550           | 111,550         |
| Paid in capital  | 63,885            | 63,885          |
| Retained deficit   | (253,603)         | (270,053)       |
| Total shareholders' equity   | (78,168)          | (94,618)        |
| Total liabilities and shareholders' equity                                     | \$ 150            | \$ 150          |

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

Cactus Ventures, Inc.  
Condensed Statement of Operations  
For the six months ended June 30, 2011 and 2010

|  | 2011       | 2010       |
|--|------------|------------|
| Sales                                  | \$ —       | \$ —       |
| Cost of Goods                          | —          | —          |
| Gross profit                           | —          | —          |
| Expenses                               |            |            |
| Bank charges                           | —          | 158        |
| Other costs                            | 331        | 346        |
| Professional fees                      | 5,710      | 10,190     |
| Total expenses                         | 6,041      | 10,694     |
| Net loss from operations               | (6,041)    | (10,694)   |
| Other income (expense)                 |            |            |
| Gain on retention of deposit           | 25,000     | 35,000     |
| Interest expense                       | (2,509)    | (3,597)    |
| State corporate tax expense            | —          | (834)      |
|  | 22,491     | 30,569     |
| Net income (loss)                      | \$ 16,450  | \$ 19,875  |
| Loss per common share                  | \$ (0.01)  | \$ (0.01)  |
| Weighted average of shares outstanding | 11,155,008 | 11,155,008 |

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

Cactus Ventures, Inc.  
Condensed Statement of Cash Flows - Indirect method  
For the six months ended June 30, 2011 and 2010

|  | 2011            | 2010             |
|--|-----------------|------------------|
| <b>CASH FLOWS FROM OPERATING ACTIVITIES</b>                              |                 |                  |
| Net income (loss)  | \$ 16,450       | \$ 19,875        |
| Adjustment to reconcile net to net cash provided by operating activities |                 |                  |
| Increase in Legal fees payable   | (310)           | 5,290            |
| Increase in accounts payable   | (13,694)        | (2,671)          |
| Increase in accrued interest   | 2,508           | 3,597            |
| Other  | 1               | —                |
| <b>NET CASH PROVIDED BY OPERATING ACTIVITIES</b>                         | <b>4,955</b>    | <b>26,091</b>    |
| <b>INVESTING ACTIVITIES</b>  |                 |                  |
| Retire note payable  | (25,000)        | —                |
| <b>NET CASH USED IN INVESTING ACTIVITIES</b>                             | <b>(25,000)</b> | <b>—</b>         |
| <b>FINANCING ACTIVITIES</b>  |                 |                  |
| Assignment of a/p to related party                                       | 10,694          | —                |
| Related party notes  | 9,351           | 6,851            |
| <b>NET CASH REALIZED FROM FINANCING ACTIVITIES</b>                       | <b>20,045</b>   | <b>6,851</b>     |
| <b>INCREASE IN CASH AND CASH EQUIVALENTS</b>                             | <b>—</b>        | <b>32,942</b>    |
| Cash and cash equivalents at the beginning of the year                   | 150             | 2,122            |
| <b>CASH AND CASH EQUIVALENTS AT YEAR END</b>                             | <b>\$ 150</b>   | <b>\$ 35,064</b> |

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

## **1. Organization and basis of presentation**

### Basis of presentation

The accompanying interim condensed financial statements are unaudited, but in the opinion of management of Cactus Ventures, Inc. (the Company), contain all adjustments, which include normal recurring adjustments, necessary to present fairly the financial position at June 30, 2011, the results of operations and cash flows for the six months ended June 30, 2011 and 2010. The balance sheet as of December 31, 2010 is derived from the Company's audited financial statements. Certain information and footnote disclosures normally included in financial statements that have been prepared in accordance with generally accepted accounting principles have been condensed or omitted pursuant to the rules and regulations of the Securities and Exchange Commission, although management of the Company believes that the disclosures contained in these financial statements are adequate to make the information presented therein not misleading. For further information, refer to the financial statements and the notes thereto included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2010, as filed with the Securities and Exchange Commission.

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

The results of operations for the six months ended June 30, 2011 are not necessarily indicative of the results of operations to be expected for the full fiscal year ending December 31, 2011.

### Description of business

The Company was incorporated under the laws of the State of Nevada on October 6, 1997. The Company for the past several years has had no activity. Cactus Ventures, Inc (the "Company") is a shell entity that is in the market for a merger with an appropriate company.

### Net loss per share

Basic earnings per share is computed by dividing net income available to common stockholders by the weighted average number of common shares outstanding during the period.

## **2. New accounting pronouncements**

The following accounting pronouncements if implemented would have no effect on the financial statements of the Company.

In January 2010, the Financial Accounting Standards Board ("FASB") issued an accounting standard update, Fair Value Measurements and Disclosures (Topic 820), Improving Disclosures about Fair Value Measurements. The Update would affect all entities that are required to make disclosures about recurring and nonrecurring fair value measurements. The Board concluded that users will benefit from improved disclosures in this Update and that the benefits of the increased transparency in financial reporting will outweigh the costs of complying with the new requirements. The new disclosures and clarifications of existing disclosures are effective for interim and annual reporting periods beginning after December 15, 2009, except for the disclosures about purchases, sales, issuances, and settlements in the roll forward of activity in Level 3 fair value measurements. Those disclosures are effective for fiscal years beginning after December 30, 2010, and for interim periods within those fiscal years. We are currently evaluating the impact this update will have on our financial statements.

In January 2010, the Financial Accounting Standards Board ("FASB") issued an accounting standard update to address implementation issues related to the changes in ownership provisions in the Consolidation-Overall Subtopic (Subtopic 810-10) of the FASB Accounting Standards Codification<sup>?</sup>, originally issued as FASB Statement No. 160, Noncontrolling Interests in Consolidated Financial Statements. Subtopic 810-10 establishes the accounting and reporting guidance for noncontrolling interests and changes in ownership interests of a subsidiary. An entity is required to deconsolidate a subsidiary when the entity ceases to have a controlling financial interest in the subsidiary. Upon deconsolidation of a subsidiary, an entity recognizes a gain or loss on the transaction and measures any retained investment in the subsidiary at fair value. The gain or loss includes any gain or loss associated with the difference between the fair value of the retained investment in the subsidiary and its carrying amount at the date the subsidiary is deconsolidated. In contrast, an entity is required to account for a decrease in its ownership interest of a subsidiary that does not result in a change of control of the subsidiary as an equity transaction.

In December 2009, the Financial Accounting Standards Board ("FASB") issued an accounting standard update for improvements to financial reporting by enterprises involved with Variable Interest Entities. The subsections clarify the application of the General Subsections to certain legal entities in which equity investors do not have the characteristics of a controlling financial interest or do not have sufficient equity at risk for the legal entity to finance its activities without additional subordinated financial support [FIN 46(R), paragraph 1, sequence 55.1] or, as a group, the holders of the equity investment at risk lack any one of the following three characteristics: [FIN 46(R), paragraph 1, sequence 55.2]:

- a. The power, through voting rights or similar rights, to direct the activities of a legal entity that most significantly impact the entity's economic performance [FIN 46(R), paragraph 1, sequence 55.2.1];
- b. The obligation to absorb the expected losses of the legal entity [FIN 46(R), paragraph 1, sequence 55.2.2];
- c. The right to receive the expected residual returns of the legal entity. [FIN 46(R), paragraph 1, sequence 55.2.3].

The amendments in this update to the Accounting Standards Codification are the result of FASB Statement No. 167, Amendments to FASB Interpretation No. 46(R). The adoption of this update to improving the financial reporting by enterprises involved with Variable Interest Entities, as codified in ASC 810, did not have any impact on the Company's financial statements.

In December 2009, the Financial Accounting Standards Board ("FASB") issued an accounting standard update, Transfers and Servicing (Topic 860) Accounting for Transfers of Financial Assets. The amendments in this update to the Accounting Standards Codification are the result of FASB Statement No. 166, Accounting for Transfers of Financial Assets. The adoption of this update did not have any impact on the Company's financial statements.

The FASB has issued FASB Accounting Standards Update (ASU) No. 2010-22, Accounting for Various Topics. ASU 2010-22 amends various SEC paragraphs in the FASB Accounting Standards Codification<sup>TM</sup> (Codification) based on external comments received and the issuance of Staff Accounting Bulletin (SAB) No. 112, which amends or rescinds portions of certain SAB topics. Specifically, SAB 112 was issued to bring existing SEC guidance into conformity with: Codification Topic 805, Business Combinations (originally issued as FASB Statement No. 141 (Revised December 2007), Business Combinations); and Codification Topic 810, Consolidation (originally issued as FASB Statement No. 160, Noncontrolling Interests in Consolidated Financial Statements).

### **3. Related party transaction**

Various founders of the Company have performed consulting services for which the Company has paid them consulting fees as voted on during the initial board of directors meeting. There were no monies paid during the three months ended June 30, 2011 and 2010.

The Company borrowed \$9,351 and \$6,851 from various related parties and shareholders of the Company for working

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Cactus Ventures, Inc  
Footnotes to the Condensed Financial Statements  
June 30, 2011 and December 31, 2010

capital purposes as of June 30, 2011 and 2010 respectively. The Company repaid \$25,000 and \$35,000 in notes payable to related parties as of June 30, 2011 and 2010 respectively.

In addition, related parties assumed \$10,694 in accounts payable as of June 30, 2011.

**4. Three Month Data – Second Quarter 2011 and 2010**

|                           | <u>2011</u>       | <u>2010</u>       |
|---------------------------|-------------------|-------------------|
| Revenue                   | \$ —              | \$ —              |
| Expense                   | <u>(3,936)</u>    | <u>(4,882)</u>    |
| Operating Loss            | (3,936)           | (4,882)           |
| Other Revenue and Expense | <u>(1,355)</u>    | <u>(1,837)</u>    |
| Three Month Loss          | <u>\$ (5,291)</u> | <u>\$ (6,719)</u> |

**5. Going concern**

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and the settlement of liabilities and commitments in the normal course of business. As reflected in the accompanying financial statements, the company has a negative working capital deficiency of \$25,249 and a stockholders' deficiency of \$78,168. These factors raise substantial doubt about its ability to continue as a going concern. The ability to the Company to continue as a going concern is dependent on the company's ability to raise additional funds and implement its business plan. The financial statements do not include any adjustments that might be necessary if the company is unable to continue as a going concern.

**6. Letter of Intent**

In February 2010, the company signed a non-binding Letter of Intent (LOI) with a British Virgin Islands company, with respect to a possible Share Exchange Transaction. In good faith, a trust agent received deposits of \$15,000 on February 8, 2010 and \$10,000 on February 26, 2010 with associated bank costs of \$81.67 from the British Virgin Islands company. On April 2, 2010 the trust agent received an additional deposit of \$10,000 with associated bank costs of \$28. In April 2010, the Letter of Intent expired and the deposits became non-refundable.

On April 29, 2011, the Company signed a non-binding Confidential Letter of Intent (LOI) with a private company with respect to a possible Share Exchange Transaction, pending continued discussions, negotiations and completion of due diligence. In good faith, a trust agent received a deposit of \$25,000. On May 16, 2011, the deposits became non-refundable in accordance with the specifications of the LOI.

On June 15, 2011, the Company signed Addendum 1 to the Confidential Letter of Intent (CLOI) which amended the closing date no later than July 31, 2011.

## **ITEM 2. PLAN OF OPERATIONS**

### **MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION OR PLAN OF OPERATION**

This Form 10-Q contains certain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. For this purpose any statements contained in this Form 10-Q that are not statements of historical fact may be deemed to be forward-looking statements. Without limiting the foregoing, words such as "may," "will," "expect," "believe," "anticipate," "estimate" or "continue" or comparable terminology are intended to identify forward-looking statements. These statements by their nature involve substantial risks and uncertainties, and actual results may differ materially depending on a variety of factors, many of which are not within our control. These factors include but are not limited to economic conditions generally and in the industries in which we may participate; competition within our chosen industry, including competition from much larger competitors; technological advances and failure to successfully develop business relationships.

#### **Description of Business.**

We were formed as a Nevada corporation on October 6, 1997 originally under the name Zurich U.S.A., Inc. On July 10, 2006, we changed our name to Cactus Ventures, Inc. and began pursuing our business of marketing sunglasses. The Company encountered numerous problems with various vendors and ceased its operations. The Company has now focused its efforts on seeking a business opportunity. The Company will attempt to locate and negotiate with a business entity for the merger of that target company into the Company. In certain instances, a target company may wish to become a subsidiary of the Company or may wish to contribute assets to the Company rather than merge. No assurances can be given that the Company will be successful in locating or negotiating with any target company. The Company will provide a method for a foreign or domestic private company to become a reporting ("public") company whose securities are qualified for trading in the United States secondary market. We are now considered a "blank check" company.

The Company will attempt to locate and negotiate with a business entity for the merger of that target company into the Company. In certain instances, a target company may wish to become a subsidiary of the Company or may wish to contribute assets to the Company rather than merge. No assurances can be given that the Company will be successful in locating or negotiating with any target company. The Company will provide a method for a foreign or domestic private company to become a reporting ("public") company whose securities are qualified for trading in the United States secondary market.

The selection of a business opportunity in which to participate is complex and extremely risky and will be made by management in the exercise of its business judgment. There is no assurance that we will be able to identify and acquire any business opportunity which will ultimately prove to be beneficial to our company and shareholders.

Because we have no specific business plan or expertise, our activities are subject to several significant risks. In particular, any business acquisition or participation we pursue will likely be based on the decision of management without the consent, vote, or approval of our shareholders.

#### **Sources of Opportunities**

We anticipate that business opportunities may arise from various sources, including officers and directors, professional advisers, securities broker-dealers, venture capitalists, members of the financial community, and others who may present unsolicited proposals.

We will seek potential business opportunities from all known sources, but will rely principally on the personal contacts of our officers and directors as well as indirect associations between them and other business and professional people. Although we do not anticipate engaging professional firms specializing in business acquisitions or reorganizations, we may retain such firms if management deems it in our best interests. In some instances, we may publish notices or advertisements seeking a potential business opportunity in financial or trade publications.

## **Criteria**

We will not restrict our search to any particular business, industry or geographical location. We may acquire a business opportunity in any stage of development. This includes opportunities involving “start up” or new companies. In seeking a business venture, management will base their decisions on the business objective of seeking long-term capital appreciation in the real value of our company. We will not be controlled by an attempt to take advantage of an anticipated or perceived appeal of a specific industry, management group, or product.

In analyzing prospective business opportunities, management will consider the following factors:

- available technical, financial and managerial resources;
- working capital and other financial requirements;
- the history of operations, if any;
- prospects for the future;
- the nature of present and expected competition;
- the quality and experience of management services which may be available and the depth of the management;
- the potential for further research, development or exploration;
- the potential for growth and expansion;
- the potential for profit;
- the perceived public recognition or acceptance of products, services, trade or service marks, name identification; and other relevant factors.

Generally, our management will analyze all available factors and make a determination based upon a composite of available facts, without relying on any single factor.

## **Methods of Participation of Acquisition**

Management will review specific business and then select the most suitable opportunities based on legal structure or method of participation. Such structures and methods may include, but are not limited to, leases, purchase and sale agreements, licenses, joint ventures, other contractual arrangements, and may involve a reorganization, merger or consolidation transactions. Management may act directly or indirectly through an interest in a partnership, corporation, or other form of organization.

## **Procedures**

As part of our investigation of business opportunities, officers and directors may meet personally with management and key personnel of the firm sponsoring the business opportunity. We may visit and inspect material facilities, obtain independent analysis or verification of certain information provided, check references of management and key personnel, and conduct other reasonable measures.

We will generally ask to be provided with written materials regarding the business opportunity. These materials may include the following:

- descriptions of product, service and company history; management resumes;
- financial information;
- available projections with related assumptions upon which they are based;
- an explanation of proprietary products and services;
- evidence of existing patents, trademarks or service marks or rights thereto;
- present and proposed forms of compensation to management;
- a description of transactions between the prospective entity and its affiliates;
- relevant analysis of risks and competitive conditions;
- a financial plan of operation and estimated capital requirements;
- and other information deemed relevant.

## **Competition**

We expect to encounter substantial competition in our efforts to acquire a business opportunity. The primary competition is from other companies organized and funded for similar purposes, small venture capital partnerships and corporations, small business investment companies and wealthy individuals.

## **Employees**

We do not currently have any employees but rely upon the efforts of our officer and director to conduct our business. We do not have any employment or compensation agreements in place with our officers and directors although they are reimbursed for expenditures advanced on our behalf.

## **Plan of Operation**

The Company is seeking to acquire assets or shares of an entity actively engaged in business which generates revenues. The Company has no particular acquisitions in mind and has not entered into any negotiations regarding such an acquisition. None of the Company's officers, directors, promoters or affiliates have engaged in any substantive contact or discussions with any representative of any other company regarding the possibility of an acquisition or merger between the Company and such other company as of the date of this annual report. The Board of Directors intends to obtain certain assurances of value of the target entity's assets prior to consummating such a transaction. Any business combination or transaction will likely result in a significant issuance of shares and substantial dilution to present stockholders of the Company.

The Company's current operating plan is to continue searching for potential businesses, products, technologies and companies for acquisition and to handle the administrative and reporting requirements of a public company. To demonstrate our commitment to maintaining ethical reporting and business practices, we adopted a Code of Ethics and Business Conduct.

The Company has, and will continue to have, no capital with which to provide the owners of business opportunities with any significant cash or other assets. However, management believes the Company will be able to offer owners of acquisition candidates the opportunity to acquire a controlling ownership interest in a publicly registered company without incurring the cost and time required to conduct an initial public offering. The owners of the acquisition candidate will, however, incur significant legal and accounting costs in connection with the acquisition of a business opportunity, including the costs of preparing Form 8-K's, 10-K's, 10-Q's, agreements and related reports and documents.

## **Results of Operations - Six Months Ended June 30, 2011 Compared to the Six Months Ended June 30, 2010**

We have \$150 cash on hand and have experienced operating losses since inception. We did not generate any revenues from operations during the periods ended June 30, 2011 and 2010. Expenses during the period ended June 30, 2011 were \$6,041 with interest expense of \$2,590 and a gain on retention of deposit of \$25,000 compared to expenses of \$10,694 with interest expense of \$3,597, state corporate tax expense of \$834 and \$35,000 gain on retention of deposit for the period ended June 30, 2010. Expenses for both periods consisted entirely of general and administrative expenses. These expenses were due to professional, legal and accounting fees relating to our reporting requirements.

As a result of the foregoing factors, we realized a net income of \$22,491 for the period ended June 30, 2011, compared to a net income of \$19,875 for the period ended June 30, 2010. Our net income for both periods was due to a gain on retention of deposits.

## **Liquidity and Capital Resources**

The Company's balance sheet as of June 30, 2011, reflects total assets of \$150 in cash. As of June 30, 2011, our liabilities were \$78,318 which included \$0- in accounts payable, \$53,753 in notes payable to related parties, \$810

in accrued legal fees, and \$23,755 in accrued interest. The Company borrowed \$9,351 and \$6,851 from various related parties and shareholders of the Company for working capital purposes as of June 30, 2011 and 2010 respectively. We repaid \$25,000 and \$35,000 in notes payable to related parties as of June 30, 2011 and 2010 respectively. In addition, related parties assumed \$10,694 in accounts payable as of June 30, 2011.

We anticipate our expenses for the next twelve months will be approximately \$20,000. In the past we have relied on advances from our president to cover our operating costs. Management anticipates that we will receive sufficient advances from our president to meet our needs through the next 12 months. However, there can be no assurances to that effect. Our need for capital may change dramatically if we acquire an interest in a business opportunity during that period. At present, we have no understandings, commitments or agreements with respect to the acquisition of any business venture, and there can be no assurance that we will identify a business venture suitable for acquisition in the future. Further, we cannot assure that we will be successful in consummating any acquisition on favorable terms or that we will be able to profitably manage any business venture we acquire. Should we require additional capital, we may seek additional advances from officers, sell common stock or find other forms of debt financing.

The Company has no other assets or line of credit, other than that which present management may agree to extend to or invest in the Company, nor does it expect to have one before a merger is effected. The Company will carry out its business plan as discussed above. The Company cannot predict to what extent its liquidity and capital resources will be diminished prior to the consummation of a business combination or whether its capital will be further depleted by the operating losses (if any) of the business entity which the Company may eventually acquire.

Our current operating plan is to continue searching for potential businesses, products, technologies and companies for acquisition and to handle the administrative and reporting requirements of a public company.

### **ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.**

Not required by smaller reporting companies.

### **ITEM 4T. CONTROLS AND PROCEDURES.**

(a) *Evaluation of Disclosure Controls and Procedures.* We carried out an evaluation, under the supervision and with the participation of our management, including our chief executive officer and chief financial officer, of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Exchange Act is accumulated and communicated to the issuer's management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. Based upon our evaluation, our chief executive officer and chief financial officer concluded that our disclosure controls and procedures are effective, as of June 30, 2011, in ensuring that material information that we are required to disclose in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission rules and forms.

(b) *Changes in Internal Control over Financial Reporting.* There were no changes in our system of internal controls over financial reporting during the period covered by this report that has materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## PART II – OTHER INFORMATION

### ITEM 1. LEGAL PROCEEDINGS.

None.

### ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.

None.

### ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

None

### ITEM 4. [REMOVED AND RESERVED]

### ITEM 5. OTHER INFORMATION.

On April 29<sup>th</sup>, 2011, the Company signed a non-binding Confidential Letter of Intent (LOI) with a private company with respect to a possible Share Exchange Transaction, pending continued discussions, negotiations and completion of due diligence. In good faith, a trust agent received a deposit of \$25,000. On May 16, 2011, the deposits became non-refundable in accordance with the specifications of the LOI.

On June 15, 2011, the Company signed Addendum 1 to the Confidential Letter of Intent (CLOI) which amended the closing date no later than July 31, 2011.

### ITEM 6. EXHIBITS AND REPORTS ON FORM 10-K.

#### (a) Exhibits

Copies of the following documents are included as exhibits to this report pursuant to Item 601 of Regulation S-K.

| <b>Exhibit No.</b> | <b>Title of Document</b>  | <b>Location</b> |
|--------------------|---|-----------------|
| 31.1               | Certification of the Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002  | Attached        |
| 31.2               | Certification of the Principal Financial Officer to Section 302 of the Sarbanes-Oxley Act of 2002   | Attached        |
| 32                 | Certification of the Principal Executive Officer/ Principal Financial Officer pursuant to U.S.C. Section 1350 as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002* | Attached        |

#### (b) Reports on Form 8-K

None

\* The Exhibit attached to this Form 10-Q shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act") or otherwise subject to liability under that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

**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 by the undersigned, thereunto duly authorized.

**CACTUS VENTURES, INC.**

Date: August 12, 2011

By: /s/ Diane S. Button

Diane S. Button, President and Chief Financial Officer

**Exhibit 31.1**

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER PURSUANT TO  
SECTION 302 OF THE SARBANES OXLEY ACT OF 2002**

I, Diane S. Button, certify that:

1. I have reviewed this quarterly report on Form 10-Q, of Cactus Ventures, Inc. for the fiscal quarter ended June 30, 2011;

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(s) 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 controls 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 control over financial reporting, or caused such internal control 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 accounting 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; and

5. The registrant's other certifying officer(s) 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 controls 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.

Date: August 12, 2011

/s/ Diane S. Button  
Diane S. Button  
President, Chief Executive Officer  
(Principal Executive Officer)

**CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER PURSUANT TO  
SECTION 302 OF THE SARBANES OXLEY ACT OF 2002**

I, Diane S. Button, certify that:

1. I have reviewed this quarterly report on Form 10-Q, of Cactus Ventures, Inc. for the fiscal quarter ended June 30, 2011;

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(s) 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 controls 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 control over financial reporting, or caused such internal control 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 accounting 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; and

5. The registrant's other certifying officer(s) 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 controls 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.

Date: August 12, 2011

/s/ Diane S. Button  
Diane S. Button  
Chief Financial Officer  
(Principal Financial Officer)

**CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER  
AND PRINCIPAL FINANCIAL OFFICER  
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 Quarterly Report on Form 10-Q of Cactus Ventures, Inc., (the "Company") for the period ended June 30, 2011 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Diane S. Button, President, Treasurer, Chief Executive Officer and Chief Financial Officer of the Company certify, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that to the best of my knowledge:

- (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.

Date: August 12, 2011

/s/ Diane S. Button

Diane S. Button  
President and Chief Executive Officer  
Treasurer and Chief Financial Officer

A signed original of this written statement required by Section 906 of the Sarbanes-Oxley Act has been furnished to Cactus Ventures, Inc. and will be retained by Cactus Ventures, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.