



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

April 24, 2009

**Via Facsimile ((617) 523-1231) and U.S. Mail**

Edward A. King, Esq.  
Goodwin Procter LLP  
Exchange Place  
Boston, MA 02109

**Re: EPIX Pharmaceuticals, Inc.  
Schedule TO-I/A filed April 21, 2009  
SEC File No. 005-52847**

Dear Mr. King:

We have reviewed your filing and have the following comments.

**Offer to Exchange**

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1. Without necessarily agreeing with your analysis, we will not reissue comment 3 as it concerned the agreement with holders of 83% of the securities for those holders to tender and not withdraw their securities. However, we continue to believe that the agreement of security holders not to withdraw their securities does not appear to comply with the provisions of Section 29 of the Exchange Act.

Closing Comments

Please direct any questions to me at (202) 551-3619. You may also contact me via facsimile at (202) 772-9203. Please send all correspondence to us at the following ZIP code: 20549-3628.

Sincerely,

Daniel F. Duchovny  
Special Counsel  
Office of Mergers and Acquisitions