Filed Pursuant to Rule 424(b)(3)
File Number 333-122097

PROSPECTUS SUPPLEMENT NO. 2

Prospectus Supplement No. 2 dated August 15, 2006
to Prospectus dated June 12, 2006
as supplemented by
Prospectus Supplement No. 1
dated June 15, 2006
(Registration No. 333-122097)

HEMOBIOTECH, INC.

This Prospectus Supplement No. 2 supplements our Prospectus dated June 12, 2006 that was filed with the Securities and Exchange Commission on June 14, 2006, as supplemented by Prospectus Supplement No. 1 dated June 15, 2006. The shares that are the subject of the Prospectus have been registered to permit their resale to the public by the selling stockholders named in the Prospectus. We are not selling any shares of common stock in this offering and therefore will not receive any proceeds from this offering, other than the exercise price, if any, to be received upon exercise of the warrants and options referred to in the Prospectus. You should read this Prospectus Supplement No. 2 together with the Prospectus and Prospectus Supplement No. 1 thereto.

This Prospectus Supplement includes the following documents, as filed by us with the Securities and Exchange Commission:

- The attached Quarterly Report on Form 10-QSB of HemoBioTech, Inc., for the quarter ended June 30, 2006.

- The attached Current Report on Form 8-K of HemoBioTech, Inc. dated July 17, 2006 and filed with the Securities and Exchange Commission on July 19, 2006.

Our shares are not traded on any national securities exchange or quoted on any inter-dealer quotation system.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the accuracy or adequacy of this Prospectus Supplement. Any representation to the contrary is a criminal offense.

The date of this Prospectus Supplement is August 15, 2006.

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

FORM 10-QSB

(Mark one)

|X| QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2006

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 000-51334

HEMOBIOTECH, INC.

(Exact name of registrant as specified in its charter)

DELAWARE	33-0995817
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
14221 DALLAS PARKWAY, SUITE 1400 DALLAS, TEXAS	75254
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (214 540-8411)

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 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 [X] No [ ]

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

As of August 1, 2006, the registrant had outstanding 16,936,887 shares of common stock, $0.001 par value per share.

Transitional Small Business Disclosure Format (check one): Yes [_] No [X]

HEMOBIOTECH, INC.
(a development stage company)

TABLE OF CONTENTS

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

In addition to historical information, this Quarterly Report on Form 10-QSB contains forward-looking statements. Forward-looking statements are those that predict or describe future events or trends and that do not relate solely to historical matters. You can generally identify forward looking statements as statements containing the words "believe," "expect," "will," "anticipate," "intend," "estimate," "project," "assume" or other similar expressions, although not all forward-looking statements contain these identifying words. All statements in this report regarding our future strategy, future operations, projected financial position, estimated future revenues, projected costs, future prospects, and results that might be obtained by pursuing management's current plans and objectives are forward-looking statements. You should not place undue reliance on our forward-looking statements because the matters they describe are subject to known and unknown risks, uncertainties and other unpredictable factors, many of which are beyond our control. Our forward-looking statements are based on the information currently available to us and speak only as of the date on which this report was filed with the Securities and Exchange Commission (the "SEC"). We expressly disclaim any obligation to issue any updates or revisions to our forward-looking statements, even if subsequent events cause our expectations to change regarding the matters discussed in those statements. Over time, our actual results, performance or achievements will likely differ from the anticipated results, performance or achievements that are expressed or implied by our forward-looking statements, and such difference might be significant and materially adverse to our stockholders. Many important factors that could cause such a difference are described in our Annual Report on Form 10-KSB, filed with the SEC on March 30, 2006, under the caption "Risk Factors," all of which you should review carefully. Please consider our forward-looking statements in light of those risks as you read this report.

PART I -- FINANCIAL INFORMATION

ITEM I. FINANCIAL STATEMENTS

HEMOBIOTECH, INC.
(a development stage company)

CONDENSED BALANCE SHEETS

		JUNE 30, 2006 (Unaudited)		DECEMBER 31, 2005
ASSETS:				
CURRENT ASSETS:				
Cash and cash equivalents	$	2,818,000	$	1,259,000
Prepaid expenses		258,000		42,000
Total current assets		3,076,000		1,301,000
Equipment, net		13,000		11,000
	$	3,089,000	$	1,312,000
LIABILITIES:				
CURRENT LIABILITIES:				
Accounts payable and accrued expenses	$	313,000	$	360,000
Accrued interest payable		-		20,000
Convertible notes payable		-		337,000
Total current liabilities	$	313,000	$	717,000
STOCKHOLDERS' EQUITY:				
Common stock, $0.01 par value, 55,000,000 shares authorized, 14,646,463 shares issued and outstanding as of June 30, 2006 and 11,638,040 shares issued and outstanding as of December 31, 2005	$	15,000	$	12,000
Additional paid-in capital		9,433,000		6,155,000
Unearned compensation		(5,000)		(7,000)
Deficit accumulated during the development stage		(6,667,000)		(5,565,000)
Total stockholders' equity		2,776,000		595,000
	$	3,089,000	$	1,312,000

See Notes to Condensed Financial Statements.

HEMOBIOTECH, INC.
(a development stage company)

CONDENSED STATEMENTS OF OPERATIONS
(UNAUDITED)

	Three Months Ended June 30,		Six Months Ended June 30,		October 3, 2001 (inception) through June 30,
	2006	2005	2006	2005	2006
Revenue	$ -	$ -	$ -	$ -	$ -
Operating expenses:					
Research and development	130,000	47,000	278,000	76,000	827,000
General and administrative	440,000	339,000	812,000	561,000	3,838,000
Other income (expenses)					
Interest expense	7,000	518,000	53,000	1,041,000	2,109,000
Interest income	(22,000)	(16,000)	(41,000)	(28,000)	(107,000)
Net loss	$(555,000)	$(888,000)	$(1,102,000)	$(1,650,000)	$(6,667,000)
Basic and diluted loss per common share	$(0.04)	$(0.09)	$(0.08)	$(0.16)	
Weighted average number of shares outstanding basic and diluted	14,052,797	10,093,550	13,586,472	10,093,550	

See Notes to Condensed Financial Statements.

HEMOBIOTECH, INC.
(a development stage company)
CONDENSED STATEMENTS OF CHANGES IN STOCKHOLDER'S EQUITY

	COMMON STOCK	AMOUNT	ADDITIONAL PAID –IN CAPITAL	UNEARNED COMPENSATION	DEFICIT ACCUMULATED DURING THE DEVELOPMENT STAGE	TOTAL
BALANCE December 31, 2005	11,638,040	$ 12,000	$ 6,155,000	$ (7,000)	$ (5,565,000)	$ 595,000
Net Loss for the period					(1,102,000)	(1,102,000)
Amortization				2,000		2,000
Stock based compensation – board of advisors			23,000			23,000
Stock based compensation-employees and directors			89,000			89,000
Conversion of notes payable into common stock	142,812		286,000			286,000
Exercise of warrants, net of expenses of $155,000	2,865,611	3,000	2,880,000	-	-	2,883,000
BALANCE June 30, 2006 (unaudited)	14,646,463	$ 15,000	$ 9,433,000	$ (5,000)	$ (6,667,000)	$ 2,776,000

See Notes to Condensed Financial Statements.

HEMOBIOTECH, INC.
(a development stage company)
CONDENSED STATEMENTS OF CASH FLOWS
(unaudited)

	Six Months Ended June 30,		October 3, 2001 (Inception) Through June 30, 2006
	2006	**2005**	
Cash flows from operating activities:			
Net loss	$ (1,102,000)	$ (1,650,000)	$ (6,667,000)
Adjustments to reconcile net loss to net cash used in operating activities:			
Fair value of options and compensatory stock	129,000	10,000	485,000
Conversion charge – interest expense	43,000		43,000
Notes Issued for services – related party	-	-	354,000
Expenses paid by stockholder	-	-	14,000
Amortization of deferred financing costs	-	511,000	1,023,000
Amortization of debt discount	-	424,000	789,000
Depreciation	1,000	1,000	3,000
Contribution of salary		-	11,000
Changes in:			
Accounts payable and accrued expenses	(61,000)	71,000	981,000
Accrued interest	(3,000)	105,000	139,000
Prepaid expenses	(215,000)	(34,000)	(257,000)
Net cash used in operating activities	(1,208,000)	(562,000)	(3,082,000)
Cash flows from investing activities:			
Purchase of property and equipment	(3,000)	(8,000)	(16,000)
Cash flows from financing activities:			
Net proceed from issuance of common stock and debt	-	-	3,767,000
Payment of Notes	(113,000)	-	(734,000)
Exercise of warrants, net	2,883,000	-	2,883,000
Net cash provided by financing activities	2,770,000	-	5,916,000
Increase (Decrease) in cash and cash equivalents	1,559,000	(570,000)	2,818,000
Cash and cash equivalents – beginning of period	1,259,000	3,086,000	0
Cash and cash equivalents – end of period	2,818,000	$ 2,516,000	$ 2,818,000
Supplementary cashflow information:			
Interest Paid:	$ 13,000	-	$ 110,000
Supplementary non-cash investing and financing activities:			
Accrued salary exchanged for Note	-	-	$ 150,000
Employees/stockholders contribution of salary	-	-	$ 564,000
Stockholders contribution of convertible note payable and related interest	-	-	$ 280,000
Conversion of carrying value of convertible notes payable and accrued interest into common stock	$ 243,000	-	$ 1,815,000

See Notes to Condensed Financial Statements.

NOTES TO CONDENSED FINANCIAL STATEMENTS
(UNAUDITED)

NOTE A -- THE COMPANY

We were founded in 2001 as “HemoBioTech, Inc.,” a Texas corporation. In 2003, we incorporated a sister corporation named “HemoBioTech, Inc.,” in the state of Delaware. On December 1, 2003, HemoBioTech, Inc. (Texas) was merged with and into HemoBioTech, Inc., (Delaware), with HemoBioTech, Inc. (Delaware) as the surviving entity. This entity is referred to herein as the “Company”.

The accompanying financial statements include the predecessor operations of the Texas corporation from its inception on October 3, 2001. The historical basis of accounting was carried over in the merger, including the deficit accumulated in the development stage. The Company is researching and developing human blood substitute patented technology licensed exclusively from Texas Tech University Health Service Center ("TTU") (See Note E). The Company is in the development stage and its efforts have been principally devoted to capital raising, organizational infrastructure development and research and development.

NOTE B -- BASIS OF PRESENTATION

The interim financial statements presented are unaudited but in the opinion of management, have been prepared in conformity with accounting principles generally accepted in the United States of America applied on a basis consistent with those of the annual financial statements. Such interim financial statements reflect all adjustments (consisting of normal recurring accruals) necessary for a fair presentation of the financial position and the results of operations for the interim periods presented. The results of operations for the interim periods presented are not necessarily indicative of the results to be expected for the full fiscal years. The interim financial statements should be read in connection with the audited financial statements for the year ended December 31, 2005.

The Company has incurred cumulative losses of $6,667,000 for the period through June 30, 2006, and has been dependent on funding operations through the private sale of convertible debt and equity securities. At June 30, 2006, the Company had $2,818,000 in cash. Management believes that current cash resources, combined with proceeds received from the exercise of warrants described as a subsequent event in Note G, will be sufficient to fund operations for the next twelve months. Management's plans include continuing to finance operations through one or more private or public offerings of equity securities and monitoring and reducing expenditures.

NOTE C -- SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

[1] LOSS PER COMMON SHARE:

Basic and diluted loss per common share is based on the net loss divided by the weighted average number of common shares outstanding during the period. No effect has been given to outstanding potential common shares such as options, warrants and convertible instruments in the diluted computation as their effect would be antidilutive.

	SIX MONTHS ENDED June 30,	
	2006	**2005**
Options	1,598,415	1,231,887
Convertible notes	-	2,647,080
Warrants	4,870,921	7,676,532
Total	6,469,336	11,555,499

[2] STOCK -BASED COMPENSATION:

Effective January 1, 2006, the Company has adopted SFAS No. 123 (Revised 2004), Share Based Payment, ("SFAS No. 123(R)") which requires a public entity to measure the cost of employee, officer and director services received in exchange for an award of equity instruments based on the grant-date fair value of the award. SFAS No. 123(R) supersedes the Company's previous accounting under SFAS No. 123, Accounting for Stock Based Compensation ("SFAS No. 123"), which permitted the Company to account for such compensation under Accounting Principles Board Opinion No. 25, Accounting for Stock Issued to Employees ("APB No. 25"). Pursuant to APB No. 25, and related interpretations, no compensation cost had been recognized in connection with the issuance of stock options, as all options granted under the Company's 2003 Stock Option/Stock Issuance Plan (the "Option Plan") and all options granted outside the Option Plan had an exercise price equal to or greater than the market value of the underlying common stock on the date of grant. The Company adopted SFAS No. 123(R) using the modified prospective transition method, which requires that compensation cost be recorded as earned for all unvested stock options outstanding at the beginning of the first fiscal year of adoption of SFAS No. 123(R) based upon the grant date fair value estimated in accordance with the original provisions of SFAS No. 123 and for compensation cost for all share-based payments granted subsequent to the adoption, based on the grant date fair value estimated in accordance with the provisions of SFAS No. 123(R). The Company's condensed consolidated financial statements, as of and for the six months ended June 30, 2006, reflect the impact of SFAS No. 123(R). In accordance with the modified prospective transition method, the Company's condensed consolidated financial statements for prior periods have not been restated to reflect, and do not include the impact of SFAS No. 123(R).

As a result of adopting SFAS 123(R) on January 1, 2006, the Company's net loss for the six months ended June 30, 2006, is $89,000 higher than if it had continued to account for share-based compensation under APB No. 25.

The following table illustrates the effect on net loss and loss per share if the Company had applied the fair value recognition provisions of SFAS 123(R) to options granted under the Company's stock option plans in all periods presented. For purposes of this pro forma disclosure, the value of the options is estimated using a Black-Scholes option-pricing formula and amortized to expense over the options' vesting periods:

	Three Months Ended June 30, 2005	Six Months Ended June 30, 2005
Net Loss, as reported	$ (888,000)	$(1,650,000)
Deduct: Stock-based employee compensation expense included in reported net income, net of related tax effects.	-	-
Add: Total stock-based employee compensation expense determined under fair value based method for all awards, net of related tax effects.	(20,000)	(27,000)
Pro Forma Net Loss	$ (908,000)	$(1,677,000)
Net loss per common share:		
as reported	$ (.09)	$ (.17)
pro forma	$ (.09)	$ (.17)

The weighted-average fair values at date of grant for options granted during the six months ended June 30, 2005 was $0.71. The value of the options was estimated using the Black-Scholes option pricing model with the following weighted-average assumptions:

	SIX MONTHS ENDED JUNE 30, 2005
Expected life in years	5-10
Interest rate	4.0% – 4.50%
Volatility	80%
Dividend yield	0%

[3] USE OF ESTIMATES:

The preparation of financial statements in conformity with U.S. generally accepted accounting principles 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. Such estimates include the selection of assumptions underlying the calculation of the fair value of options. Actual results could differ from those estimates.

NOTE D -- ACCOUNTS PAYABLE AND ACCRUED EXPENSES

Accounts payable and accrued expenses consist of the following:

	June 30, 2006	December 31, 2005
Professional fees	$141,000	$288,000
Liquidated damages	38,000	40,000
Insurance	90,000	-
Other	44,000	32,000
Total	$313,000	$360,000

NOTE E -- AGREEMENTS WITH TEXAS TECH UNIVERSITY HEALTH SERVICE CENTER ("TTU")

On January 22, 2002, the Company entered into an exclusive license agreement with TTU with respect to receiving certain patented rights. The Company is committed to the exploitation of such patented rights.

In consideration for entering into the agreement, the Company issued 678,820 shares of common stock to TTU (subject to anti-dilution protection). In addition, the Company has agreed to fund, over a four-year period, $1.2 million to support efforts in incubating and commercializing other TTU technologies. Under the agreement, the Company reserves the right of first refusal on licensing and commercializing other technology developed from such funding. The shares issued were valued at approximately $1,000, their estimated fair value, and charged to operations. The funding of the $1.2 million is subject to the Company obtaining FDA approval of a blood substitute product. As of June 30, 2006, such approval had not been obtained. In addition, the Company has agreed to reimburse TTU for all intellectual property protection costs and patent maintenance fees. On May 20, 2004, TTU agreed to waive its anti-dilution protection in exchange for 135,765 additional shares of common stock. Such shares were valued at approximately $115,000, their estimated fair value, and charged to operations.

In addition, in July 2002, the Company entered into a sponsored research agreement with TTU for the period September 1, 2002 through August 31, 2006, subject to a two-year extension to be mutually agreed on by the parties in the second year of the agreement and prior to December 31, 2006. The agreement may be terminated by either party on 90 days written notice. In November 2004, the Company agreed to fund the next phase of its research under the sponsored research agreement through November 30, 2005 for a fixed fee of approximately $231,000, which was paid in December 2004.

In January 2006, the Company entered into a Stage Three Sponsored Research Agreement with Texas Tech University for the period January 1, 2006, to December 31, 2006. In connection therewith, the Company made an initial payment of approximately $287,000 which is being amortized over the period of the research. Additional payments may be made to TTU under the agreement based on mutually agreed upon budgets.

NOTE F -- STOCKHOLDERS' EQUITY

[1] PRIVATE PLACEMENT:

On October 27, 2004, the Company completed a private placement of 45 units, priced at $100,000 per unit, and raised gross proceeds of $4,500,000. Each unit consists of a $50,000 unsecured convertible promissory note, 58,824 shares of common stock and 117,648 warrants. The notes bear interest at 10% per annum (an effective rate of 77%) and are convertible at the option of the holder into common stock or convertible securities to be sold by the Company in its next financing, as defined, at a conversion price equal to the per share offering price of such financing.

Based on negotiations with the placement agent, the Company agreed to a fair value for the common stock of $.85 per share and calculated the fair value of each warrant to be $.53 using the Black-Scholes option pricing model. Prior to the revision in the method of valuing the common stock, the Company used Black-Scholes to value both common stock and warrants. The gross proceeds from the sale of each unit were allocated based on the relative fair values to each of the components.

Convertible notes payable	$ 31,000
Common stock	31,000
Warrants	38,000
Total	$ 100,000

Based on the allocation of the relative fair values to the components of the private placement offering, the debt discount was calculated to be $855,000, which is being amortized as expense to interest expense over the term of the notes.

At the time of the Company's next financing, the Company will determine if a beneficial conversion feature exists. The beneficial conversion feature will be determined by the Company by comparing the number of shares that would be received pursuant to the conversion price at the time of the next financing compared with the number that would have been received based on the then fair value of the shares. No beneficial conversion feature existed at the date of conversion since the conversion price was greater than the then share value of the stock at issuance date of the Notes.

Through October 27, 2005, an aggregate of $1,540,000 principal amount of Notes and approximately $97,000 accrued but unpaid interest thereon were converted into an aggregate of 1,544,490 shares of the Company's common stock, at a negotiated conversion price of $1.06 per share, in accordance with amendments to the original terms of the Notes permitting such conversion. Effective October 27, 2005, holders of $337,000 aggregate principal amount of Notes agreed to extend the maturity date of such Notes from October 27, 2005 to April 27, 2006. Accordingly, the Company paid the remaining outstanding balance of $372,000 aggregate principal amount of Notes, together with approximately $97,000 of accrued interest thereon, to holders of Notes that had not converted their Notes into shares of Company common stock on or prior to October 27, 2005.

For the period January 1, 2006 through April 27, 2006, an aggregate of $225,000 principal amount of Notes and approximately $18,000 accrued but unpaid interest thereon were converted into an aggregate of 142,812 shares of the Company’s common stock, at conversion prices ranging from $1.53 to $1.96 per share, in accordance with amendments to the original terms of the Notes permitting such conversion. In connection therewith, the Company recorded a charge of approximately $43,000 as interest expense representing the difference between the conversion price and the market price at date of conversion.

On April 27, 2006, the Company paid the remaining outstanding Notes in an aggregate of $113,000 principal amount and accrued but unpaid interest thereon of approximately $13,000.

[2] **STOCK WARRANTS**

In connection with the private placement, the Company issued 5,294,162 Class A warrants exercisable at $1.06 per share through the fifth anniversary of the effectiveness of a registration

statement of shares underlying the warrants. The warrants were subject to redemption, at the Company's sole option, after one year from the date of effectiveness of the registration statement of common stock underlying the warrants if the common stock price equaled or exceeded $2.12 for a period of at least 20 consecutive trading days at a redemption price of $.001 per warrant.

On June 12, 2006, the Company's stock price had been at least $2.12 for 20 consecutive trading days. On that date, the Company provided notice of its redemption of the Class A Warrant, effective July 14, 2006, in accordance with the terms of the Class A Warrant.

Through June 30, 2006, 2,865,611 Class A Warrants were exercised at an exercise price of $1.06 per share, and the Company received net proceeds from such exercises of approximately $2,883,000. (See NOTE G for additional exercises subsequent to June 30, 2006.)

In connection with the private placement, the placement agent was granted a warrant to purchase 2,382,372 shares of common stock at an exercise price of $.90 per share ("Placement Agent Warrants"), exercisable for five years from the effective date of a registration statement to be filed on behalf of investors in the offering. The placement agent was granted "piggyback" registration rights with respect to the shares underlying this warrant. The warrants are subject to redemption, at the Company's sole option, after one year from the date of effectiveness of the registration statement covering the resale of shares of common stock underlying these warrants if the common stock price equals or exceeds $2.12 for a period of at least 20 consecutive trading days, at a redemption price of $.001 per warrant.

During the third quarter of 2005, the Company granted 50,000 and 10,000 warrants, respectively to two service providers. In connection therewith, the Company valued the warrants using Black-Scholes option pricing model and recorded a charge of $34,000.

At June 30, 2006, the Company had the following warrants outstanding:

	Exercise Price	Expiration Date	Number of Shares Reserved
Class A	$1.06	July 13, 2010	2,428,549
Placement Agent	.90	May 13, 2010	2,382,372
Other	1.00	July 28, 2009	50,000
Other	1.06	September 13, 2009	10,000
Total			4,870,921

[3] STOCK OPTION/STOCK ISSUANCE PLAN:

During 2003, the Board of Directors of the Company approved a Stock Option/Stock Issuance Plan (the "Old Plan") which provides for the granting of options or stock to purchase up to 1,629,168 shares of common stock, under which directors, employees and independent contractors are eligible to receive incentive and non-statutory stock options and common shares (employees). The Company's stockholders approved the Old Plan in August 2004.

Options granted are exercisable for a period of up to 10 years from date of grant at an exercise price which is not less than the fair value of the common stock on date of grant, except that the exercise period of options granted to a stockholder owning more than 10% of the outstanding capital stock may not exceed five years and their exercise price may not be less than 110% of the fair value of the common stock at date of grant. Options generally vest 25% on the first anniversary date of the grant and then, thereafter, equally over thirty-six months.

During the year ended December 31, 2004, in connection with the change in status of an option holder from a member of the Board of Advisors to Director, the Company recorded deferred stock compensation of $13,000, representing the difference between the exercise price and the market value of the Company's common stock on the date such stock option holder's status was changed. Deferred compensation is included as a component of stockholders' equity (capital deficiency) and is being amortized to expense over the remaining vesting period of the stock options. Such amortization expenses were $2,000 for the six months ended June 30, 2006.

On July 13, 2005, the Company entered into an advisory agreement with its Acting Vice President and Principal Investigator of Research and Development to receive advisory services on technical, medical and market issues related to HemoBioTech, including its second generation blood substitute, HemoTech™. The agreement provides for non-qualified stock options to purchase 271,528 shares of Common Stock of HemoBioTech at an exercise price per share of $0.18, subject to certain vesting through July 13, 2009. In connection therewith, the Company recorded a charge of $14,000 and $141,000 for the first half of 2006 and the full year 2005 respectively. The Company will record additional charges as and when the options vest at the then face value.

On June 9, 2006, the Company's stockholders approved an increase of 1,500,000 shares of common stock from the 1,629,168 shares of common stock available to be granted under the Plan increasing the number of shares to 3,129,168.

Additional information on shares subject to options is as follows:

At June 30, 2006, 1,530,753 options were available for grant under the Plan. The following tables present information relating to stock options under the Plan as of June 30, 2006.

	SIX MONTHS ENDED JUNE 30,			
	2006		2005	
	Shares	Weighted Average Exercise Price	Shares	Weighted Average Exercise Price
Options outstanding at beginning of period	1,535,915	$ 0.29	1,119,387	$ 0.23
Granted	62,500	$ 1.92	112,500	$ 0.85
Options outstanding at end of period	1,598,415	$ 0.36	1,231,887	$ 0 .29
Options exercisable at end of period	1,189,913	$ 0.35	770,560	$ 0.26
Options non vested at end of period	408,502		461,327	
Options vested or expected to vest	1,598,415		1,231,887	

	June 30, 2006				
	OPTIONS OUTSTANDING			OPTIONS EXCERCISABLE	
Range of Exercise Price	Shares	Weighted Average Exercise Price	Weighted Average Remaining Life in Years	Shares	Weighted Average Exercise Price
@$0.18 - 0.20	1,325,055	0.19	5.26	1,003,937	0.19
@$0.85 - 0.94	178,360	0.85	8.36	109,935	0.86
@$1.06 – 1.17	20,000	1.07	8.66	12,500	1.08
@$1.45 – 1.60	25,000	1.48	9.0	25,000	1.48
@$2.15 – 2.42	50,000	2.21	9.19	38,541	2.21
	1,598,415	$ 0.36	5.8	1,189,913	$ 0.35
Aggregate intrinsic value	$1,742,000			$1,309,000	

As of June 30, 2006, there was $76,000 of total unrecognized compensation cost related to nonvested employee share-based compensation arrangements granted under the Plan. That cost is expected to be recognized over a weighted-average period of 1.7 years.

The weighted-average fair values at date of grant for options granted during the six-month period ended June 30, 2006 and 2005 were $1.56 and $0.71 respectively. The value of the options was estimated using the Black-Scholes option pricing model with the following weighted average assumptions:

	2006	2005
Expected life in years	5-10	5-10
Interest rate	4.53% - 5.15%	4.0% – 4.50%
Volatility	80%	80%
Dividend yield	0%	0%

NOTE G SUBSEQUENT EVENTS

During July 2006, holders of the Company's Class A Warrants exercised 2,290,424 warrants held by them for an aggregate gross consideration of approximately $2,428,000.

In aggregate, for the period January 1, 2006 through July 14, 2006, we converted 5,156,035 of the 5,294,162 Class A Warrants resulting in gross proceeds of $5,465,397. The remaining 138,127 warrants were redeemed by the company at the rate of $.001 per warrant. We incurred a fee of approximately $273,000 related to these warrant conversions. Of this amount, we paid approximately $99,000 during the six months ended June 30, 2006 and paid approximately $174,000 during July 2006.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OR PLAN OF OPERATIONS

PLAN OF OPERATIONS

We were founded in 2001 as "HemoBioTech, Inc.," a Texas corporation. In 2003, we incorporated a sister corporation named "HemoBioTech, Inc." in the State of Delaware. On December 1, 2003, HemoBioTech, Inc. was merged with and into HemoBioTech, Inc., with HemoBioTech, Inc. as the surviving entity.

We are primarily engaged in the research and development of human blood substitute technology exclusively licensed from Texas Tech University Health Services Center, although in 2003, 2004, 2005 and in the six months ended June 30, 2006, most of our working capital was used to pay for general and administrative costs including salaries, legal and accounting fees and the continuation of our sponsored research agreement with Texas Tech University. After reviewing the blood substitute technology developed by researchers at Texas Tech, in January 2002 we licensed from Texas Tech the exclusive rights to various alternative compositions of HemoTech™, a novel blood substitute that is based on hemoglobin (which is the key protein in red blood cells that carries oxygen) of both bovine (cow) and human origin, as well as methods for its production and use. What makes HemoTech™ a novel potential blood substitute product is the fact that it is comprised of hemoglobin that has been isolated from bovine blood and then chemically modified to make the product non-toxic. We also have an agreement with Texas Tech that any patent issued from its patent application relating to the induction of erythropoiesis (which is the production of red blood cells by the body) will be included under our exclusive license with Texas Tech. In addition to our license and patent agreement with Texas Tech, we entered into a sponsored research agreement with Texas Tech in July 2002, under which we are entitled to use certain of Texas Tech's production and research and development facilities in Lubbock, Texas.

Our goal is to address an increasing demand for a safe and inexpensive human blood substitute product in the United States and around the world through our licensed technology. We believe that certain initial pre-clinical and early stage human trials undertaken outside the U.S. by prior holders of this technology suggest that our licensed technology may possess properties that diminish the intrinsic toxic effects of hemoglobin and help reduce or eliminate the abnormal reaction associated with hemorrhagic shock (which is the loss of blood pressure and the lowering of vital signs resulting from the loss of blood).

RECENT DEVELOPMENTS

During July 2006, holders of our Class A Warrants exercised 2,290,424 warrants held by them for an aggregate gross consideration of approximately $2,428,000.

In aggregate, for the period January 1, 2006 through July 14, 2006, we converted 5,156,035 of the 5,294,162 Class A Warrants resulting in gross proceeds of $5,465,397. The remaining 138,127 warrants were redeemed by the company at the rate of $.001 per warrant. We incurred a fee of approximately $273,000 related to these warrant conversions. Of this amount, we paid approximately $99,000 during the six months ended June 30, 2006 and paid approximately $174,000 during July 2006.

Recent Accounting Pronouncements

In June 2006, the Financial Accounting Standards Board ("FASB") issued FASB Interpretation No. 48, "Accounting for Uncertainty in Income Taxes – an interpretation of FASB Statement No. 109" (FIN 48), which prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. FIN 48 also provides guidance on derecognition, classification, interest and penalties, accounting in interim periods, disclosure and transition. FIN 48 is effective for fiscal years beginning after December 15, 2006. We do not expect the adoption of FIN 48 to have a material impact on our financial reporting, and we are currently evaluating the impact, if any, the adoption of FIN 48 will have on our disclosure requirements.

RESEARCH AND DEVELOPMENT OF HEMOTECH™

HemoTech™ is currently our only potential product. We expect that the remaining production, development, testing and FDA approval of HemoTech™, if ever, will occur over a period of approximately five to six years. In other words, assuming we are able to progress through each phase of clinical trials efficiently and without significant delay, we believe we could obtain FDA approval of HemoTech™ by 2011, and possibly even earlier, although there is no guarantee that we will meet this time table.

HemoTech™ must undergo several major stages of production, development, and clinical testing before being in a position to submit its New Drug Application ("NDA") to the FDA, as follows:

- PRODUCTION OF HEMOTECH™. In order to produce HemoTech™ for Phase I U. S. clinical trials, we must complete certain upgrades of the current HemoTech™ production facilities located at Texas Tech. The initial stage of these upgrades was completed during the second quarter of 2005. Additional necessary upgrades are planned for 2006. A portion of these upgrades are contemplated by our Stage 3 Sponsored Research Agreement with Texas Tech. We paid $287,000 to Texas Tech on January 12, 2006, when we entered into our Stage 3 Sponsored Research Agreement. In addition to the upgrades contemplated in the Stage 3 Sponsored Research Agreement, we plan to make additional upgrades and modifications to our existing production facility and equipment. We anticipate all upgrades will be finished in 2006, although there can be no assurance that this will be the case, depending on, among other things, worker schedules, available materials, unexpected costs associated with construction and our ability to raise sufficient capital in order to complete such upgrades.

- PREPARATION AND SUBMISSION OF U.S. IND APPLICATION. We started preparing our U.S. IND application on December 13, 2004, when we entered into our Phase 2 sponsored research agreement with Texas Tech. Under our Phase 2 sponsored research agreement, Texas Tech has agreed to assist us in preparing our U.S. IND application by providing certain services, including converting information contained in the European IND application into digital format and analyzing our proposed Phase I U.S. clinical trial testing procedures, to be set forth in our U.S. IND application. To further implement the preparation of the IND application, the Company had a Pre-IND meeting with the FDA on April 21, 2006. As a result of that meeting, the company expects to submit the US IND during 2007 at a cost of approximately $500,000 or greater, although there can be no assurance that we will meet this deadline or budgeted amount.

- PHASE I OF OUR U.S. CLINICAL TRIALS. A Phase I US clinical trial for HemoTech™ will commence subsequent to the acceptance of the IND application. We estimate that our Phase I clinical trials (including the costs of doing additional research and development of HemoTech™ during our Phase I U. S. clinical trials and the operational and overhead costs that we will incur during our Phase I U.S. clinical trials) could cost approximately $10.0 million, although the final cost could be more or less than this estimate, which includes the following:

    - approximately $1.4 million for the production of HemoTech™;
    - approximately $1.6 million for the testing of HemoTech™ on humans;
    - approximately $1.9 million for personnel, administrative, and operational expenses that we expect to incur during our Phase I U. S. clinical trials;
    - approximately $1.7 million for legal, accounting, consulting, technical and other professional fees that we expect to incur during our Phase I U. S. clinical trials;
    - approximately $1.6 million for research and development costs that we expect to incur during our Phase I U. S. clinical trials; and approximately $2.0 million for the initial modification of the HemoTech™ production facility in preparation for our Phase II U. S. clinical trials.

We expect that our Phase I U. S. clinical trials would take approximately six to nine months to complete from the date we start such trials, though such trials could take significantly longer to complete, depending on, among other things, the rate of production of HemoTech™ and the availability of patients. We estimate that we will be required to raise an additional approximately $10.0 million over the next nine to ten months in order to fund our Phase I U.S. clinical trials from start to finish and to cover the related expenses described above. If submission or acceptance of our U.S. IND application is delayed for any reason, and if we are unable to raise such additional capital in a timely manner, commencement of our Phase I U. S. clinical trials would also be delayed.

- *Phase II of our U.S. Clinical Trials*. A Phase II Clinical trial could commence subsequent to a successful Phase I trial. We estimate that our Phase II U. S. clinical trials (including the costs of doing additional research and development of HemoTech™ during our Phase II U. S. clinical trials and the operational and overhead costs that we will incur during our Phase II U. S. clinical trials) will cost approximately $20.0 million, which includes the following:

    - approximately $4.0 million for additional upgrades to the HemoTech™ production facility and the further production of HemoTech™;
    - approximately $4.0 million for the further testing of HemoTech™ and related activities;
    - approximately $4.5 million for personnel, administrative, and operational expenses that we expect to incur during our Phase II U. S. clinical trials;
    - approximately $2.5 million for legal, accounting, consulting , technical and other professional fees that we expect to incur during our Phase II U. S. clinical trials; and
    - approximately $2.5 million for research and development costs that we expect to incur during our Phase II U. S. clinical trials.

We expect that our Phase II U. S. clinical trials could be completed within approximately eight to ten months from the date we start such trials, though such trials could take significantly longer to

finish, depending on, among other things, the timely completion of necessary upgrades to the HemoTech™ production facility and the availability of patients. If commencement or completion of our Phase I U. S. clinical trials are delayed for any reason, or if we are unable to raise sufficient funds to begin our Phase II U. S. clinical trials immediately following completion of our Phase I U. S. clinical trials, our Phase II U. S. clinical trials will be delayed.

- *Phase III of our U.S. Clinical Trials*. A Phase III Clinical trial could commence subsequent to a successful Phase II trial. At such time, and in order to cut the costs of conducting and completing our Phase III U. S. clinical trials by approximately 50%, we anticipate that we will seek to enter into a partnership with a biopharmaceutical company that has expertise in the production and marketing of biological products, although there can be no assurance that we will be able to do so. Alternatively, if we are not able to enter into such a partnership, we may seek to enter into a manufacturing arrangement with an experienced pharmaceutical manufacturer, under which such manufacturer would produce HemoTech™, which would significantly reduce the costs of our Phase III U. S. clinical trials by eliminating the need to build a production facility that meets the FDA's standards for Phase III U. S. clinical trials. If we are not able to enter into a partnership or find a manufacturer that is willing to manufacture HemoTech™ for us, we may be required to perform all aspects of the Phase III U. S. clinical trials independently. In this case, we estimate that our Phase III U. S. clinical trials (including the costs of doing additional research and development of HemoTech™ during our Phase III U. S. clinical trials and the operational and overhead costs that we will incur during our Phase III U. S. clinical trials) could cost approximately $195.0 million, which includes the following:

    - approximately $100.0 million to build a production facility for HemoTech™ that is suitable for such advanced testing and that meets the standards of the FDA as a product testing facility;
    - approximately $70.0 million for the further testing of HemoTech™ and related activities;
    - approximately $10.0 million for personnel, administrative, and operational expenses that we expect to incur during our Phase III U. S. clinical trials;
    - approximately $5.0 million for legal, accounting, consulting , technical and other professional fees that we expect to incur during our Phase III U. S. clinical trials; and
    - approximately $5.0 million for research and development costs that we expect to incur during our Phase III U. S. clinical trials.

We expect that our Phase III U. S. clinical trials could be finished within 15-18 months from the date we start such trials, though such trials could take significantly longer to complete, depending on, among other things, the timely completion of a suitable production facility for HemoTech™ and the availability of patients. If we are unable to partner with a pharmaceutical company, we estimate that we will be required to raise the approximately $200 million (or such lesser amount as may be required if we are successfully able to enter into a partnership) that we will need in order to fund our Phase III U.S. clinical trials from start to finish and to cover the related expenses described above. If commencement or completion of our Phase II U. S. clinical trials is delayed for any reason, or if we are unable to raise sufficient funds to begin our Phase III U. S. clinical trials immediately following completion of our Phase II U. S. clinical trials, our Phase III U. S. clinical trials will be delayed.

The estimated costs of each of the phases of our clinical trials set forth above represent our best estimate of such expenses based on, among other things, current economic conditions and availability of materials and personnel. Since many of these phases will not even be commenced by us for another two to five years, we cannot offer any assurance that such estimates will reflect the actual amounts that we may be required to incur during each phase of our clinical trials based

on, among other things, then-current economic conditions, availability of materials and personnel, and other factors that may be relevant at the time. The amounts we may actually be required to expend during any phase of our clinical trials may be significantly more than the amounts estimated by us above.

If our clinical trials are successful and we are able to meet the timelines set forth above, it is possible that an NDA could be approved by the FDA by 2011, and possibly even earlier, although there can be no assurance that an NDA would be approved by such time, if ever. There can also be no assurance that we will be able to complete our clinical trials under the schedule described above, or ever, or that we will be able to develop a viable and marketable human blood substitute, even if we are able to complete our clinical trials. Further, we do not expect to generate any revenues until after such time as HemoTech™ has received FDA approval, if ever.

RESULTS OF OPERATIONS

We are a development stage company and have not generated any revenue from inception through June 30, 2006. Through the third quarter of 2004, our efforts were principally devoted to evaluating the HemoTech™ technology, negotiating and entering into our license agreement and sponsored research agreements with Texas Tech, hiring employees and consultants, establishing our Board of Advisors, developing a business plan, raising capital, and engaging in other organizational and infrastructure development. Until the consummation of our October 2004 private placement, we did not have the financial resources to engage in any significant research and development activities. Warrant exercises for the period January 1, 2006 through July 14, 2006 provided gross proceeds of approximately $5,465,000 and enabled us to engage in certain research and development activities in addition to funding our general operations.

Total expenses, and thus our losses, totaled $6,667,000 from October 3, 2001 (inception) through June 30, 2006. Such losses included $3,454,000 during 2005, and $1,102,000 for the six months ended June 30, 2006.

THREE MONTHS ENDED JUNE 30, 2006 COMPARED TO THREE MONTHS ENDED JUNE 30, 2005

Total expenses, and thus our losses, for the three months ended June 30, 2006, were $555,000 compared with $888,000 for the same period a year ago resulting from significantly lower interest costs, somewhat offset by significantly higher research costs and higher general and administrative expenses.

Net interest costs were approximately $517,000 lower due to amortizations of debt issue and debt discount ($256,000 and $213,000 respectively) costs incurred during the first three months of 2005 that did not repeat in the 2006 period. Total amortization of these costs was completed during 2005. Interest costs relating to our 10% Convertible Promissory Notes was lower for the 2006 period as a significant portion of these notes were either converted into common stock or paid. (See Liquidity and Capital Resources below). Interest income includes $22,000 earned from our cash on hand during the period. Interest expense during 2006 includes a beneficial conversion feature of $5,000 related to $25,000 principal value of those notes, which represents the difference between the conversion price and the market price at the date of conversion.

General and Administrative costs were $440,000 for the three months ended June 30, 2006, an increase of $101,000 compared with the same period in the prior year. This increase results from our adoption of SFAS 123(R), “stock based compensation” resulting in a charge to general and administrative expenses of approximately $35,000, and increased salary and related costs,

combined with higher office expenses compared to the same period a year ago.

Research and Development expenses were $130,000 for the 2006 period, an increase of $83,000 compared with the same period in 2005. This increase results from higher regulatory consulting costs and amortization of our Stage Three Sponsored Research Agreement with Texas Tech University. In addition, stock-based compensation related to the aforementioned adoption of SFAS 123(R) included $1,000 in the three months ended June 30, 2006.

SIX MONTHS ENDED JUNE 30, 2006 COMPARED TO SIX MONTHS ENDED JUNE 30, 2005

Total expenses, and thus our losses, for the six months ended June 30, 2006, were $1,102,000 compared with $1,650,000 for the same period a year ago resulting from significantly lower interest costs, offset by somewhat higher general administrative and research costs.

Net interest costs were approximately $1,001,000 lower due to amortizations of debt issue and debt discount ($512,000 and $424,000 respectively) costs incurred during the first six months of 2005 that did not repeat in the 2006 period. Total amortization of these costs was completed during 2005. Interest costs relating to our 10% Convertible Promissory Notes was lower for the 2006 period as a significant portion of these notes were either converted to common stock or paid. (See Liquidity and Capital Resources below). Interest cost for the 2006 period includes a beneficial conversion feature of $43,000 related to $225,000 principal value of those notes converted during the period, which represents the difference between the conversion price and the market price at the date of conversion.

General and Administrative costs were $812,000 for the six months ended June 30, 2006, an increase of $251,000 compared with the same period in the prior year. This increase results from our adoption of SFAS 123(R), “stock based compensation” resulting in a charge to general and administrative expenses of approximately $87,000, and increased salary and related costs of $93,000, combined with higher office expenses compared to the same period a year ago.

Research and Development expenses were $278,000 for the 2006 period, an increase of $202,000 compared with the same period in 2005. This increase results from significantly higher regulatory consulting costs and amortization of our Stage Three Sponsored Research Agreement with Texas Tech University. In addition, stock-based compensation related to the aforementioned adoption of SFAS 123(R) included $2,000 in the six months ended June 30, 2006.

LIQUIDITY AND CAPITAL RESOURCES

In October 2004, we completed a private placement of units, with each unit consisting of one 10% convertible unsecured promissory note in the principal amount of $50,000; 58,824 shares of our common stock; and a five-year warrant to purchase 117,648 shares of our common stock at an exercise price of $1.06 per share. We sold 45 units in the private placement at a price of $100,000 per unit, and we received gross proceeds of $4.5 million. Our net proceeds were $3.43 million.

During the period of January 1, 2006 through June 30, 2006, an aggregate of $225,000 principal amount of our notes and $18,000 of accrued but unpaid interest was converted into an aggregate of 142,812 shares of our common stock at negotiated conversion prices ranging from $1.53 to $1.96 per share. The inducement feature corresponding with the conversion of the $225,000 principal value was $43,000.

During the six months ended June 30, 2006, holders of our Class A Warrants exercised 2,865,611 Warrants held by them for aggregate consideration of $3,038,000. The warrants were originally received as part of an October 2004 private placement by HemoBioTech.

In aggregate, for the period January 1, 2006 through July 14, 2006, 5,156,035 Class A Warrants converted resulting in gross proceeds of approximately $5,465,000.

We intend to use our available cash (of which there is approximately $5,018,000 remaining as of July 31, 2006, over the next twelve months to pay for the following costs and expenditures:

- preparation of our U.S. IND application, related laboratory testing, and submission to the FDA; and
- additional upgrades to HemoTech™ production facility and initiation of production of HemoTech™ for clinical trials.
- our general administrative expenses (including salaries, legal and other professional fees, consulting and advisory fees, and to pay for the costs associated with raising additional capital);

In order to complete our planned operations and clinical trials we will need to raise an additional approximately $10 million within the next nine to ten months, although there can be no assurance that we can meet this timeframe. We believe the cash available to us at July 31, 2006, (approximately $5,018,000) will be sufficient to conduct the activities described above for a period greater than the following twelve months.

ITEM 3. CONTROLS AND PROCEDURES

Disclosure controls and procedures are designed with an objective of ensuring that information required to be disclosed in our periodic reports filed with the SEC, such as this Quarterly Report on Form 10-QSB, is recorded, processed, summarized and reported within the time periods specified by the SEC. Disclosure controls also are designed with an objective of ensuring that such information is accumulated and communicated to our management, including our chief executive officer and chief financial officer, in order to allow timely consideration regarding required disclosures.

Based on their review and evaluation as of the end of the period covered by this Form 10-QSB, our principal executive officer and principal financial officer have concluded that 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) are effective as of the end of the period covered by this report. They are not aware of any significant changes in our disclosure controls or in other factors that could significantly affect these controls subsequent to the date of their evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

The term internal control over financial reporting is defined as a process designed by, or under the supervision of, the registrant's principal executive and principal financial officers, or persons performing similar functions, and effected by the registrant's board of directors, management and other personnel, 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 and includes those policies and procedures that:

(a) Pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of the assets of the registrant;

(b) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the registrant are being made only in accordance with authorizations of management and directors of the registrant; and

(c) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the registrant's assets that could have a material adverse effect on the financial statements.

During the period covered by this Form 10-QSB, there have not been any changes in our internal control over financial reporting that have materially affected, or that are reasonably likely to materially affect, our internal control over financial reporting.

PART II --OTHER INFORMATION

Items 1, 2, 3 and 5 are not applicable and have been omitted.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

At our annual meeting of stockholders held on June 9, 2006, the following matters were submitted to a vote:

1. The election of the following persons as directors for a one-year term:

Name	Votes For	Votes Withheld
Arthur P. Bollon, Ph.D.	10,141,526	29,912
Ghassan Nino, CPA, CMA	10,141,026	30,412
Robert Comer, CPA, M.B.A.	10,136,026	35,412
Walter Haeussler, J.D.	10,136,026	35,412
Robert Baron	10,136,526	34,912
Lt. General Bernhard Mittemeyer, M.D.	10,141,526	29,912

2. The approval of our Amended and Restated 2003 Stock Option/Stock Issuance Plan.

Votes For	Against	Abstain
9,425,478	51,102	1,000

3. The ratification of the appointment of Eisner LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2006.

Votes For	Against	Abstain
10,140,026	31,412	0

ITEM 6. EXHIBITS

31.1 Certification of Principal Executive Officer required under Rule 13a-14(a) or Rule 15d-14(a) of the Securities and Exchange Act of 1934, as amended.

31.2 Certification of Principal Financial Officer required under Rule 13a-14(a) or Rule 15d-14(a) of the Securities and Exchange Act of 1934, as amended.

32.1 * Certification of Principal Executive Officer required under Rule 13a-14(b) or Rule 15d-14(b) of the Securities and Exchange Act of 1934, as amended, and 18 U.S.C. Section 1350 .

32.2 * Certification of Principal Financial Officer required under Rule 13a-14(b) or Rule 15d-14(b) of the Securities and Exchange Act of 1934, as amended, and 18 U.S.C. Section 1350.

* The certifications attached as Exhibits 32.1 and 32.2 accompany this Quarterly Report on Form 10-QSB pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not be deemed "filed" by HemoBioTech, Inc. for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

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.

HEMOBIOTECH, INC.

Dated: August 11, 2006	*By: /s/ Arthur P. Bollon, Ph.D.* *Dr. Arthur P. Bollon- Chairman of the Board and Chief Executive Officer* *(PRINCIPAL EXECUTIVE OFFICER)*
Dated: August 11, 2006	*By: /s/ Mark J. Rosenblum* *Mark J. Rosenblum - Chief Financial Officer and Secretary* *(PRINCIPAL FINANCIAL AND ACCOUNTING OFFICER)*

EXHIBIT INDEX

31.1	Certification of Principal Executive Officer required under Rule 13a-14(a) or Rule 15d-14(a) of the Securities and Exchange Act of 1934, as amended.
31.2	Certification of Principal Financial Officer required under Rule 13a-14(a) or Rule 15d-14(a) of the Securities and Exchange Act of 1934, as amended.
32.1*	Certification of Principal Executive Officer required under Rule 13a-14(b) or Rule 15d-14(b) of the Securities and Exchange Act of 1934, as amended, and 18 U.S.C. Section 1350.
32.2*	Certification of Principal Financial Officer required under Rule 13a-14(b) or Rule 15d-14(b) of the Securities and Exchange Act of 1934, as amended, and 18 U.S.C. Section 1350.

* The certifications attached as Exhibits 32.1 and 32.2 accompany this Quarterly Report on Form 10-QSB pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not be deemed "filed" by HemoBioTech, Inc. for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

EXHIBIT 31.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER

I, Arthur P. Bollon, certify that:

1. I have reviewed this Quarterly Report on Form 10-QSB of HemoBioTech, 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)) 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) [Paragraph omitted in accordance with SEC transition instructions contained in SEC Release 34-47986]

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 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: August 11, 2006

/s/ Arthur P. Bollon, Ph.D.
Arthur P. Bollon, Ph.D.
Chief Executive Officer
(PRINCIPAL EXECUTIVE OFFICER)

EXHIBIT 31.2
CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER

I, Mark J. Rosenblum, certify that:

1. I have reviewed this quarterly report on Form 10-QSB of HemoBioTech, 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)) 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) [Paragraph omitted in accordance with SEC transition instructions contained in SEC Release 34-47986]

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, 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 in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the such auditors any material weaknesses in internal controls; and

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

/s/ Mark J. Rosenblum
Dated: August 11, 2006 *Mark J. Rosenblum*
Chief Financial Officer
(PRINCIPAL FINANCIAL AND ACCOUNTING OFFICER)

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 quarterly report on Form 10-QSB of HemoBioTech, Inc. (the "Company") for the period ended March 31, 2006, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, Arthur P. Bollon, Ph.D., Chief Executive Officer of the Company, hereby certifies, pursuant to 18 U.S.C. Section 1350, that:

a. the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
b. the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: August 11, 2006

/s/ Arthur P. Bollon, Ph.D.
Arthur P. Bollon, Ph.D.
Chief Executive Officer
(PRINCIPAL EXECUTIVE OFFICER)

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

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 quarterly report on Form 10-QSB of HemoBioTech, Inc. (the "Company") for the period ended March 31, 2006, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, Mark J. Rosenblum, Chief Financial Officer of the Company, hereby certifies, pursuant to 18 U.S.C. Section 1350, that:

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

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

/s/ Mark J. Rosenblum
Dated: August 11, 2006 *Mark J. Rosenblum*
Chief Financial Officer
(PRINCIPAL FINANCIAL AND ACCOUNTING OFFICER)

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

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT PURSUANT
TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): JULY 17, 2006

HEMOBIOTECH, INC.

(Exact Name of Company as Specified in Its Charter)

DELAWARE

(State or Other Jurisdiction of Incorporation)

33-0995817

(Commission File Number) (IRS Employer Identification No.)

14221 DALLAS PARKWAY, SUITE 1400
DALLAS, TEXAS 75254

(Address of Principal Executive Offices) (Zip Code)

(214) 540-8415

(Company's Telephone Number, Including Area Code)

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

|_| Written communications pursuant to Rule 425 under the Securities Act(17 CFR 230.425)

|_| Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

|_| Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

|_| Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 7.01. REGULATION FD DISCLOSURE

On July 17, 2006, HemoBioTech, Inc., a Delaware corporation (the "Company"), issued a press release announcing the exercise of an aggregate since October 2004 of 5,156,035 Class A Warrants at an exercise price of $1.06 per share of common stock, resulting in aggregate gross proceeds of $5,465,397.

A copy of such press release is included as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference in its entirety into this Item 7.01.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release issued by HemoBioTech, Inc. on July 17, 2006.

SIGNATURES

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

HEMOBIOTECH, INC.

Date: July 18, 2006 By: /s/ Mark J. Rosenblum

Name: Mark J. Rosenblum
Title: Chief Financial Officer
and Secretary

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release issued by HemoBioTech, Inc. on July 17, 2006.

PRESS RELEASE Source: HemoBioTech, Inc.

HEMOBIOTECH ANNOUNCES CONVERSION OF CLASS A WARRANTS:
HEMOBIOTECH IS DEVELOPING HEMOTECH(TM), A NOVEL
BLOOD SUBSTITUTE
Monday, July 17, 2006, 12:50 p.m. ET

Dallas, Texas- July 17, 2006- (OTC:HMBT.OB), HemoBioTech, Inc. announced today the conversion of 5,156,035 Class A Warrants at a conversion price of $1.06 per share of common stock, resulting in gross proceeds of $5,465,397. The converted warrants represented approximately 97% of total Class A warrants. The Company issued a warrant redemption notice on June 12, 2006. Some warrants were converted prior to the redemption notice; gross proceeds received from warrants converted during the thirty day redemption period were $2,978,992. Total cash for HemoBioTech as of July 17, 2006, is approximately $5 million. Available funds will be used for upgrading the production facility for HemoTech(TM), production of HemoTech(TM), preparation of an Investigational New Drug (IND) for HemoTech(TM), based in part on a Pre-IND meeting with the FDA in April, 2006 and general operations. An IND which is acceptable to the FDA is necessary for initiating US clinical trials of HemoTech(TM).

ABOUT HEMOBIOTECH, INC.

HemoBioTech is engaged in the development of HemoTech(TM), a novel human blood substitute technology exclusively licensed from Texas Tech University Health Sciences Center. HemoTech(TM) is chemically modified bovine hemoglobin, which not only carries oxygen in the blood, but can also induce erythropoiesis (red blood cell production). The Company believes that HemoTech(TM) may possess properties that diminish the intrinsic toxicities which have plagued other attempts at developing blood substitutes, based upon pre-clinical and initial human clinical trials undertaken outside the U.S. by prior holders of this technology. HemoTech(TM) is being subjected to further studies and testing to confirm and possibly expand on these results. HemoTech(TM) is being developed to help reduce or eliminate the danger resulting from acute blood loss in trauma, as well as for other conditions. Corporate headquarters are located at J. P. Morgan International Plaza, 14221 Dallas Parkway, Suite 1400, Dallas, Texas 75254. For further information contact Dr. Arthur P. Bollon at 214-540-8411 or arthurb@flash.net. The Company website is www.hemobiotech.com.

Safe Harbor Statement

Except for historical information, the matters discussed in this news release may be considered "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Such statements include declarations regarding the intent, belief or current expectations of HemoBioTech and its management and are valid only as of today, and we disclaim any obligation to update this information. These statements are subject to known and unknown risks and uncertainties that may cause actual future experience and results to differ materially from the statements made. Factors that might cause such a difference include, among others the successful pre-clinical development, the successful completion of clinical trials, the FDA review process and other governmental regulation, pharmaceutical collaborator interest and ability to successfully develop and commercialize drug candidates, competition from other pharmaceutical companies, product pricing and third party reimbursement, and other factors which are included in HemoBioTech's Annual Report on Form 10-KSB for the year ended December 31, 2005, as amended, and HemoBioTech's other reports filed with the Securities and Exchange Commission.