SCHEDULE 14C INFORMATION

Information Statement
Pursuant to Section 14(c) of the Securities Exchange Act of 1934

Check the appropriate box:

[X] Preliminary Information Statement

[] Confidential, for Use of the Commission Only (as permitted by Rule 14c-5(d)(2))

[ ] Definitive Information Statement

INTERFILM, INC.
(Name of Registrant as specified in its charter)

Payment of filing fee (Check the appropriate box):

[X] $125 per Exchange Act Rules 0-11(c)(1)(ii), or 14c-5(g).

[ ] Fee computed on table below per Exchange Act Rules 14c-5(g) and 0-11.

1) Title of each class of securities to which transaction applies: ______
2) Aggregate number of securities to which transaction applies: ______
3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined): ______
4) Proposed maximum aggregate value of transaction: __________
5) Total fee paid: ____________________________
WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED NOT TO SEND US A PROXY. THE ACTIONS, DEFINED BELOW, HAVE ALREADY BEEN APPROVED BY WRITTEN CONSENT OF HOLDERS OF A MAJORITY OF THE COMPANY’S OUTSTANDING COMMON STOCK. A VOTE OF THE REMAINING STOCKHOLDERS IS NOT NECESSARY.

GENERAL

This Information Statement is first being furnished on or about July, 1996 to stockholders of record as of the close of business on June 21, 1996 (the "Record Date") of the Common Stock, $.01 par value per share (the "Common Stock") of Interfilm, Inc., a Delaware corporation (the "Company"), in connection with amending the Company's Certificate of Incorporation (the "Certificate of Incorporation") with respect to the following (collectively, the "Actions"):

1. to increase the total number of shares of Common Stock which the Company has authority to issue from 10,000,000 to 25,000,000;

2. to effect a 1-for-10 reverse stock split; and

3. to change the name of the Company from Interfilm, Inc. to Palatin Technologies, Inc.

The Board of Directors has approved, and a total of 8 stockholders representing 2,280,398 shares (approximately 52.69%) of the 4,327,500 shares outstanding of the Common Stock as of the Record Date have consented in writing, to the Actions. Such approval and consent are sufficient under Section 228 of the Delaware General Corporation Law and the Company’s By-Laws to approve the Actions. Accordingly, the Actions will not be submitted to the other
This Information Statement contains forward-looking statements which involve risks and uncertainties. The Company's actual results may differ significantly from the results discussed in the forward-looking statements.

THE RHOMED TRANSACTION

Pursuant to the terms of that certain Agreement and Plan of Reorganization, dated as of April 12, 1996 (the "Reorganization Agreement") by and among the Company, RhoMed Incorporated ("RhoMed") and Interfilm Acquisition Corp. ("InSub"), the Company acquired all of the capital stock of RhoMed in exchange for Company securities (the "RhoMed Transaction"). At the closing of the RhoMed Transaction (the "Closing"), the holders of RhoMed preferred stock outstanding immediately prior to the Closing received shares of the Series A Convertible Preferred Stock of Interfilm (the "Interfilm Series A Preferred"), and the holders of RhoMed common stock outstanding immediately prior to the Closing received the Series B Convertible Preferred Stock of the Company (the "Interfilm Series B Preferred"). Additionally, all warrants and options to purchase the Common Stock of RhoMed outstanding immediately prior to the Closing (the "RhoMed Derivative Securities"), including, without limitation, any rights underlying RhoMed's qualified or non-qualified stock option plans were automatically converted into the right upon exercise to receive Interfilm capital stock in the same manner in which the shares of RhoMed stock were converted at the Closing. Holders of each class of Interfilm Preferred Stock are entitled to vote on matters submitted to a vote of stockholders of the Company as if the applicable shares of Interfilm Preferred Stock were converted into shares of the Common Stock of Interfilm.

Pursuant to the terms of the Reorganization Agreement, each share of the Interfilm Series A Preferred Stock will automatically convert into shares of Interfilm Common Stock and each share of Interfilm Series B Preferred Stock will automatically convert into shares of Interfilm Common Stock upon the filing of an amendment to the Company's Certificate of Incorporation increasing the number of authorized shares of Common Stock. This Information Statement relates to such increase. After all conversions and exercises, each share of RhoMed Preferred Stock will convert into 4.6695404349 shares of Interfilm Common Stock, and each share of RhoMed common stock will convert into 1.84332593 shares of Interfilm Common Stock.

Pursuant to the Reorganization Agreement, it was a condition precedent to the Closing that the Board of Directors of Company approve an amended Certificate of Incorporation acceptable to RhoMed and its counsel providing for an increase in the number of shares of Interfilm Common Stock which the Company would be authorized to issue, a change in the name of Interfilm and a reverse stock split to be effective following the
Closing. This Information Statement pertains to and is submitted in compliance with such requirement.

FOR ADDITIONAL INFORMATION ABOUT THE COMPANY, REFERENCE IS MADE TO THE COMPANY’S ANNUAL REPORT ON FORM 10-K FOR THE YEAR ENDED DECEMBER 31, 1995.

The principal executive offices of the Company and RhoMed are located at 214 Carnegie Center, Suite 100, Princeton, New Jersey 08540.

INCREASE IN AUTHORIZED SHARES OF COMMON STOCK

The Certificate of Incorporation will be amended to increase the authorized shares of common stock from 10,000,000, par value $.01 per share, to 25,000,000, par value $.01 per share (the “Authorized Common Stock Increase”).

GENERAL

As set forth above, pursuant to the Reorganization Agreement, the Board of Directors authorized the Authorized Common Stock Increase which was approved by consent of stockholders holding approximately 52.69% of the outstanding shares as of the Record Date. The Authorized Common Stock Increase will be effective upon filing of an amendment to the Certificate of Incorporation with the Delaware Secretary of State (the ”Effective Date”). Upon the Effective Date, each share of Interfilm Series A Preferred Stock will automatically convert into shares of Interfilm Common Stock and each share of Interfilm Series B Preferred Stock will automatically convert into shares of Interfilm Common Stock.

REVERSE STOCK SPLIT

The Certificate of Incorporation will be amended to effect a 1:10 reverse stock split (the ”Reverse Stock Split”) of the issued and outstanding shares of the Company’s Common Stock.

GENERAL

As set forth above, the Board of Directors authorized the Reverse Stock Split, and stockholders holding the requisite percentage of the outstanding shares have consented thereto. Upon the Effective Date, the Reverse Stock Split will be deemed effective, and each certificate representing shares of Common Stock outstanding immediately prior to the Reverse Stock Split (the “Old Shares”) will be deemed automatically, without any action on the part of the stockholders, to represent 1/10 of the number of shares of Common Stock after the Reverse Stock Split (the ”New Shares”); provided however, that no fractional New Shares will
be issued as a result of the Reverse Split. In lieu of such fractional interest, a stockholder will receive cash equal to the average closing prices of the Interfilm Common Stock for the three trading days following the Effective Date multiplied by the fractional interest. After the Reverse Split becomes effective, stockholders will be asked to surrender certificates representing Old Shares in accordance with the procedures set forth in a letter of transmittal to be sent by the Company. Upon such surrender, a certificate representing the New Shares will be issued (together with cash for any fractional interest) and forwarded to the stockholders. However, each certificate representing Old Shares will continue to be valid and represent New Shares equal to 1/10 the number of Old Shares.

PURPOSES OF THE PROPOSED REVERSE SPLIT

The Reverse Stock Split is to be effected for several reasons. The Reverse Stock Split should enhance the acceptability of the Common Stock by the financial community and investing public. The reduction in the number of issued and outstanding share of Common Stock caused by the Reverse Stock Split is expected to increase the market price of the Common Stock. The Board of Directors also believes that the proposed Reverse Stock Split will result in a broader market for the Common Stock than that which currently exists. A variety of brokerage house policies and practices tend to discourage individual brokers within those firms from dealing with lower priced stocks. Some of those policies and practices pertain to the payment of broker's commissions and to time consuming procedures that function to make the handling of lower priced stock economically unattractive to brokers. In addition, the structure of trading commissions also tends to have an adverse impact upon holders of lower priced stock because the brokerage commission on a sale of lower priced stock generally represents a higher percentage of the sales price than the commission on a relatively higher priced issue. The Reverse Stock Split may result in a price level for the Common Stock that will reduce, to some extent, the effect of the above-referenced policies and practices of brokerage firms and diminish the adverse impact of trading commissions on the market for the Common Stock. The expected increased price level may also encourage interest and trading in the Common Stock and possibly promote greater liquidity for the Company's stockholders.

Currently, the Company's shares of Common Stock are traded on the NASD Electronic Bulletin Board. The Board of Directors believes that the Reverse Stock Split may be of assistance in the Company's effort to meet the initial listing application requirements maintained by NASDAQ for its small capitalization market.

However, there can be no assurance that any or all of these effects will occur; including, without limitation, that the market price per New Share of Common Stock after the Reverse Stock Split will be ten times the market price per Old Share of Common Stock before the Reverse Stock Split, or that such price will either exceed or remain in excess of the current market price. Further, there is no assurance that the market for the Common Stock will be improved. Stockholders should note that the Board of Directors cannot
predict what effect the Reverse Stock Split will have on the market price of the Common Stock.

IMPLEMENTATION OF REVERSE STOCK SPLIT

The Reverse Stock Split will be effected by filing the Amendment to the Certificate of Incorporation with the Delaware Secretary of State and will become effective on the Effective Date. Without any further action on the part of the Company or the stockholders, after the Effective Date, the certificates representing Old Shares will be deemed to represent 1/10 of the number of New Shares (exclusive of any fractional interest).

As soon as practicable after the Effective Date, the Company will send a letter of transmittal to each holder of record of Old Shares of Common Stock outstanding on the Effective Date. The letter of transmittal will contain instructions for the surrender of certificate(s) representing such Old Shares to American Stock Transfer & Trust Company, the Company’s exchange agent (the “Exchange Agent”). Upon proper completion and execution of the letter of transmittal and return thereof to the Exchange Agent, together with the certificate(s) representing Old Shares, a stockholder will be entitled to receive a certificate representing the number of New Shares of Common Stock into which his Old Shares have been reclassified and changed as a result of the Reverse Stock Split and cash for any fractional share interest.

Stockholders should not submit any certificates until requested to do so. No new certificate will be issued to a stockholder until he has surrendered his outstanding certificate(s) together with the properly completed and executed letter of transmittal to the Exchange Agent.

FEDERAL INCOME TAX CONSEQUENCES OF THE REVERSE STOCK SPLIT

The Company has not sought and will not seek an opinion of counsel or a ruling from the Internal Revenue Service regarding the federal income tax consequences of the Reverse Stock Split. The Company, however, believes that because the Reverse Stock Split is not part of a plan to periodically increase a stockholder’s proportionate interest in the assets or earnings and profits of the Company, the Reverse Stock Split will have the following federal income tax effects:

1. Except to the extent of the cash received for any fractional interest, a stockholder will not recognize gain or loss on the exchange. In the aggregate, the stockholder's basis in the New Shares will equal his basis in the Old Shares.

2. A stockholder's holding period for the New Shares will be the same as the holding period on the Old Shares exchanged therefor.

3. The Reverse Stock Split will constitute a reorganization within the meaning of Section 368(a)(1)(E) of the Internal Revenue Code of 1986, as amended, and the Corporation will not recognize any gain or loss as a result of the Reverse Stock Split.
NAME CHANGE

The Certificate of Incorporation will be amended to change the name of the Company from Interfilm, Inc. to Palatin Technologies, Inc. The Board believes that the name change will more accurately identify the new business to be conducted by the Company through RhoMed, the newly acquired subsidiary. The change of name will be effective upon filing the Amended Certificate of Incorporation and will become effective on the Effective Date.

VOTING SECURITIES AND PRINCIPAL STOCKHOLDERS

PERSONS ENTITLED TO NOTICE

- --------------------------

The record date for the determination of the stockholders entitled to notice of and to consent to the Actions has been fixed as of the close of business on June 21, 1996. As of the Record Date, there were outstanding 4,327,500 shares of Common Stock, each of which is entitled to one vote.

Since the Actions have been duly approved by stockholders holding a majority of the outstanding Common Stock, approval or consent of the remaining stockholders is not required and is not being solicited hereby or by any other means.

PRINCIPAL STOCKHOLDERS

- ---------------

The following table sets forth certain information, as of the Record Date and immediately after the Closing (on a pro forma basis), with respect to the beneficial ownership of the Company’s Common Stock by (i) each person known by the Company to own beneficially more than 5% of the outstanding shares of Common Stock; (ii) each director as of the Record Date and elected upon the Closing; (iii) each executive officer as of the Record Date and elected upon the Closing; and (iv) all directors and executive officers of the Company as a group as of the Record Date and elected upon the Closing. The number of shares beneficially owned by each person is determined under the rules of the Securities and Exchange Commission, and the information is not necessarily indicative of beneficial ownership for any other purpose. Under such rules, beneficial ownership includes any shares as to which the individual has sole or shared voting power or investment power and also any shares which the individual has the right to acquire within 60 days of the Record Date through the exercise of any stock option or other right. Unless otherwise indicated, each

person has sole investment and voting power (or shares such power with his or her spouse) with respect to the shares set forth in the following table. The inclusion herein of any shares deemed beneficially owned does not constitutes an admission of beneficial ownership of those shares.
<table>
<thead>
<tr>
<th>Name of Shareholder</th>
<th>Beneficially Owned(1)</th>
<th>Percent of Class</th>
<th>Beneficially Owned(2)</th>
<th>Percent of Class</th>
</tr>
</thead>
<tbody>
<tr>
<td>Lawrence L. Kuppin(3)</td>
<td>670,311</td>
<td>15.48%</td>
<td>495,603</td>
<td>4.2%</td>
</tr>
<tr>
<td>Bob Bejan(4)</td>
<td>452,612</td>
<td>10.32%</td>
<td>45,261</td>
<td>0.4%</td>
</tr>
<tr>
<td>William Franzblau(5)</td>
<td>452,612</td>
<td>10.32%</td>
<td>176,685</td>
<td>1.5%</td>
</tr>
<tr>
<td>Irving Fuller(6)</td>
<td>282,580</td>
<td>6.52%</td>
<td>28,258</td>
<td>0.2%</td>
</tr>
<tr>
<td>Robert G. Rehme(7)</td>
<td>213,437</td>
<td>4.93%</td>
<td>113,509</td>
<td>1.0%</td>
</tr>
<tr>
<td>Brian T. Cooper(8)</td>
<td>98,153</td>
<td>2.26%</td>
<td>10,815</td>
<td>0.1%</td>
</tr>
<tr>
<td>Myron A. Hyman</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>All present Executive Officers &amp;</td>
<td>1,887,125</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Directors as a Group (6 persons)</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Edward J. Quilty(9)</td>
<td>121,715</td>
<td>1.0%</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>e/o RhoMed Incorporated</td>
<td></td>
<td>214 Carnegie Center, Suite 100</td>
<td>Princeton, NJ 08540</td>
</tr>
<tr>
<td>Buck A. Rhodes, Ph.D.(10)</td>
<td>558,937</td>
<td>4.8%</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>e/o RhoMed Incorporated</td>
<td></td>
<td>4261 Balloon Park Road NE</td>
<td>Albuquerque, NM 87109</td>
</tr>
<tr>
<td>Michael S. Weiss</td>
<td>51,702</td>
<td>0.4%</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>e/o Paramount Capital, Inc.</td>
<td></td>
<td>375 Park Avenue, Suite 1504</td>
<td>New York, NY 10152</td>
</tr>
<tr>
<td>Carl Spana, Ph.D.</td>
<td>46,695</td>
<td>0.4%</td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>e/o RhoMed Incorporated</td>
<td></td>
<td>214 Carnegie Center, Suite 100</td>
<td>Princeton, NJ 08540</td>
</tr>
</tbody>
</table>

---

John J. McDonough
 ________________________________
e/o RhoMed Incorporated
214 Carnegie Center, Suite 100
Princeton, NJ 08540

---
Entities affiliated with Lindsay A. Rosenwald, M.D. (11)
375 Park Avenue, Suite 1501
New York, NY 10152

RAQ, LLC (12)
375 Park Avenue, Suite 1501
New York, NY 10152

Paramount Capital, Inc. (12)
375 Park Avenue, Suite 1501
New York, NY 10152

The Aries Trust (13)
375 Park Avenue, Suite 1501
New York, NY 10152

All pro forma Executive Officers & Directors as a Group (5 persons)

---

(1) This table assumes no exercise of any convertible option on outstanding convertible notes, option, or stock purchase warrants, except as to the person set forth. Shares of the Company’s Common Stock which any person set forth in this table has a right to acquire, pursuant to the exercise of options or warrants, are deemed to be outstanding for the purpose of computing the percentage ownership of such person, but are not deemed outstanding for the purpose of computing the percentage ownership of any other person.

(2) After giving effect to the RhoMed Transaction and the 1:10 reverse stock split, RhoMed preferred stock and RhoMed common stock is shown as if converted to Interfilm Common Stock. For purposes of calculating percentage ownership, the total number of outstanding shares includes the maximum number of shares issuable pursuant to financings of up to $10,750,000 being undertaken by RhoMed, and certain shares payable to Wharton Capital, Inc. pursuant to the RhoMed Transaction. This column assumes no exercise of any RhoMed Derivative Security, including any conversion option on outstanding convertible notes, options, or stock purchase warrants, and no exercise of any Interfilm option or stock purchase warrant, except as to the person set forth. Shares of the Company’s Common Stock which any person set forth in this column has a right to acquire, pursuant to the exercise of options or warrants, are deemed to be outstanding for the purpose of computing the percentage ownership of such person, but not deemed outstanding for the purpose of computing the percentage ownership of any other person.

(3) Includes 670,311 shares of Common Stock owned by Vivaldi Ltd. Mr. Kuppin is the general partner of Vivaldi, Ltd. As to the pro forma columns, includes 276,498 shares of Common Stock being purchased by Vivaldi Ltd. and 152,074 shares of Common Stock for which Vivaldi Ltd. has the right to purchase pursuant to warrants.

(4) Includes 57,000 shares of Common Stock for which the holder thereof...
was granted the option to purchase pursuant to the Company's 1993
Equity Incentive Plan.

(5) Includes 57,000 shares of Common Stock for which the holder thereof
was granted the option to purchase pursuant to the Company's 1993
Equity Incentive Plan. As to the pro forma columns, includes 7,000
shares of Common Stock (on a post reverse stock split basis) to be
issued to Mr. Franzblau at or immediately prior to Closing, and 73,733
shares of Common Stock being purchased by Mrs. Sigrid Franzblau and
50,671 shares of Common Stock for which Mrs. Sigrid Franzblau has the
right to purchase pursuant to warrants. Mrs. Sigrid Franzblau is the
wife of Mr. Franzblau.

(6) Includes 282,580 shares of Common Stock owned by the Fuller Family
Trust of which Irving Fuller and Bonnie Fuller, Mr. Fuller's wife, are
trustees.

(7) As to the pro forma columns, includes 73,733 shares being purchased by
Cinco DeMayo Ltd. and 18,433 shares of Common Stock for which Cinco
DeMayo Ltd. has the right to purchase pursuant to warrants. Mr. Rehme
is the President of Cinco DeMayo Ltd.

(8) Includes 14,250 shares of Common Stock for which the holder thereof
was granted the option to purchase pursuant to the Company's 1993
Equity Incentive Plan and 1,000 shares of Common Stock (on a post
reverse stock split basis) to be issued to Mr. Cooper at or
immediately prior to Closing:

(9) Includes 121,715 shares of Common Stock which Mr. Quilty was granted
the option to purchase pursuant to RhoMed's 1995 Nonqualified Stock
Option Plan and 1995 Employee Incentive Stock Option Plan.

(10) Includes 532,134 shares of Common Stock held by Dr. Rhodes; 3,762
shares of Common Stock held by a self-directed IRA over which Dr.
Rhodes has investment authority, and 23,041 shares of Common Stock
which Dr. Rhodes was granted the option to purchase pursuant to

(11) Includes 1,657,070 shares of Common Stock owned by RAQ, LLC, of which
Dr. Rosenwald is President. Also includes 828,114 shares of Common
Stock underlying warrants issuable to Paramount Capital, Inc. and/or
its designees pursuant to various financing agreements with RhoMed.
Dr. Rosenwald disclaims beneficial ownership of all such warrants
issued to designees other than himself and Paramount Capital, Inc. of
which Dr. Rosenwald is Chairman. Also includes an aggregate of 73,732
shares of Common Stock issuable upon exercise of warrants to and an
aggregate of 1,290,696 shares of Common Stock owned by Aries Domestic
Fund, L.P. and The Aries Trust. Dr. Rosenwald is the President of
Aries Financial Services, Inc., the General Partner of Aries Domestic
Fund, L.P. and Investment Manager of The Aries Trust, and as such may
be deemed to be the beneficial owner of such shares, although he
disclaims beneficial ownership except to the extent of his pecuniary
interest, if any.
(12) Includes 828,114 shares of Common Stock underlying warrants issuable to Paramount Capital, Inc. and/or its designees pursuant to various financing agreements with RhoMed.

(13) Includes 36,866 shares of Common Stock issuable upon exercise of warrants.

By Order of the Board of Directors

10

END PRIVACY-ENHANCED MESSAGE