SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K/A

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) of the

SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported) June 25, 1996

Palatin Technologies, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)
AMENDMENT TO CURRENT REPORT ON FORM 8-K FILED JULY 10, 1996

This amendment to the registrant’s Current Report on Form 8-K, filed on July 10, 1996 (the "Original Report"), is being filed (i) to clarify the disclosure included in Item 4 of the Original Report with respect to the registrant’s change of accountant, (ii) to file, as Exhibit 16.1 to Item 7 of this report, a letter from Deloitte & Touche LLP, the registrant’s former independent accountant, stating that it agrees with the statements made by the registrant in Item 4 of this report and (iii) to file, as Exhibit 16.2 to Item 7 of this report, a letter from Arthur Andersen LLP, the registrant’s newly engaged independent accountant, stating that it agrees with the statements made by the registrant in Item 4 of this report.

ITEM 4. Change in Registrant’s Certifying Accountant.

As of July 9, 1996, as a result of the change of control of the registrant noted above, Deloitte & Touche LLP, the Registrant’s independent accountant which was engaged as the principal accountant to audit the registrant’s financial statements, has been dismissed. The registrant, after
consultation with Arthur Andersen LLP, engaged Arthur Andersen LLP as of July 9, 1996 as the principal accountant to audit the registrant's consolidated financial statements on a going-forward basis. Arthur Andersen LLP has been RhoMed’s independent accountant.

RhoMed, prior to the Effective Time of merger, consulted Arthur Andersen LLP regarding the application of accounting principles to the proposed merger and the Plan of Merger. The primary issue that was the subject of these consultations was characterization of the proposed merger for accounting purposes. RhoMed was orally advised by Arthur Andersen LLP that the merger would be treated as a recapitalization of RhoMed with RhoMed as the acquirer (reverse acquisition), and that the proposed merger would not constitute a business combination. The former accountant, Deloitte & Touche LLP, was not consulted by the registrant regarding any such issues.

The decision to change accountants was recommended and approved by the registrant’s Board of Directors following the change of control of the registrant based upon the registrant's need for one independent accountant to be responsible for the consolidated financial statements of the registrant following the merger. During the registrant's fiscal years ended December 31, 1995 and 1994, there were no disagreements between the registrant and Deloitte & Touche LLP, the registrant’s former independent accountant, on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure. Further, during the registrant's fiscal years ended December 31,

1995 and 1994, respectively, Deloitte & Touche LLP’s opinion with respect to the registrant's financial statements was qualified as to the registrant's ability to continue as a going concern.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

Exhibit 16.1 Letter, dated July 19,1996, from Deloitte & Touche LLP, the registrant’s former independent accountant, regarding its concurrence with the statements made by
the registrant in Item 4 of this report.

Exhibit 16.2 Letter, dated July 22, 1996, from Arthur Andersen LLP, the registrant's newly engaged independent accountant, regarding its concurrence with the statements made by the registrant in Item 4 of this report.

SIGNATURES

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

PALATIN TECHNOLOGIES, INC.

By    /s/ John J. McDonough

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Name: John J. McDonough
Title: Vice President and
       Chief Financial Officer

Date: July 23, 1996

EX-16.1
2
LETTER FROM DELOITTE & TOUCHE LLP

[DELOITTE & TOUCHE LLP LETTERHEAD]

July 19, 1996
Securities and Exchange Commission
Mail Stop 9-5
Dear Sirs/Madams:

We have read Item 4 of Form 8-K/A of InterFilm, Inc. dated June 25th, 1996, and have the following comments:

1. With respect to paragraph one we agree with the comments made.

2. With respect to paragraph two we agree with the last sentence. We have no basis to agree or disagree with the rest of the paragraph.

3. With respect to paragraph three we have no basis to agree or disagree with the comments in the first sentence. We agree with the comments in the second sentence.

Your truly,

/s/ Deloitte & Touche LLP

Deloitte & Touche LLP

EX-16.2
3
LETTER OF ARTHUR ANDERSEN LLP

[ARTHUR ANDERSEN LOGO]

July 22, 1996

Arthur Andersen LLP

Gopel R. Dharia
Senior Staff Accountant
Securities and Exchange Commission
Washington, D.C. 20549

505 889-4700

Dear Gopal Dharia:

We have read Item 4 included in the attached Form 8-K/A dated June 25, 1996 of Interfilm, Inc. to be filed with the Securities and Exchange Commission and are in agreement with the statements contained therein.
Very truly yours,

ARTHUR ANDERSEN LLP

By /s/ Bradley J. Preber
Bradley J. Preber

-----END PRIVACY-ENHANCED MESSAGE-----