

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

FORM 10-KSB/A

- ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the fiscal year ended December 31, 2006
- TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the transition period from _____ to _____

Commission file number: 000-51476

LIXTE BIOTECHNOLOGY HOLDINGS, INC.
(Name of small business issuer in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

248 Route 25A, No. 2
East Setauket, New York
(Address of principal executive offices)

20-2903526
(I.R.S. Employer
Identification Number)

11733
(Zip Code)

Issuer's telephone number: **(631) 942-7959**

Securities registered under Section 12(b) of the Act: None.

Securities registered under Section 12(g) of the Act: Common Stock.

Check whether the issuer is not required to file reports pursuant to Section 13 or 15(d) of the Exchange Act.

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 issuer was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Check if there is no disclosure of delinquent filers in response to Item 405 of Regulation S-B contained in this form, and no disclosure will be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-KSB or any amendment to this Form 10-KSB.

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

Issuer's revenues for its fiscal year ended December 31, 2006: \$0

Aggregate market value of the common stock held by non-affiliates of the Issuer as of March 15, 2007 was approximately \$0.

There were 26,582,183 shares of the Company's common stock outstanding on March 15, 2007.

Transitional Small Business Disclosure Format: Yes No

Explanatory Note

We are filing this Amendment to Form 10-KSB to modify the table in Item 11 "SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT" to delete the disclaimer by Richard Rappaport of beneficial ownership with respect to 426,626 shares issuable upon exercise of warrants issued to WestPark Capital, Inc.

ITEM 11. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS

AND MANAGEMENT

The following table sets forth, as of January 15, 2007, certain information regarding beneficial ownership of our common stock by (i) each person or entity who is known by us to own beneficially more than 5% of the outstanding shares of common stock, (ii) each of our directors, and (iii) all directors and executive officers as a group. As of January 15, 2007, there were 26,582,183 shares of our common stock issued and outstanding. In computing the number and percentage of shares beneficially owned by a person, shares of common stock that a person has a right to acquire within sixty (60) days of January 15, 2007, pursuant to options, warrants or other rights are counted as outstanding, while these shares are not counted as outstanding for computing the percentage ownership of any other person. Unless otherwise indicated, the address for each stockholder listed in the following table is c/o SRKP 7, Inc., 248 Route 25A, No. 2, East Setauket, New York 11733. This table is based upon information supplied by directors, officers and principal stockholders and reports filed with the Securities and Exchange Commission.

<u>Name and Address of Beneficial Owner</u>	<u>Amount and Nature of Beneficial Ownership</u>	<u>Percent of Class</u>
Officers, Directors and 5% stockholders		
Dr. John S. Kovach 248 Route 25A, No. 2 East Setauket, New York 11733	17,021,786	64.03%
Dr. Philip F. Palmedo 248 Route 25A, No. 2 East Setauket, New York 11733	256,666 ⁽¹⁾	0.96%
Richard Rappaport ⁽²⁾ 1900 Avenue of the Stars Los Angeles, California 90067	1,581,471	5.85%
All Officers and directors as a group (two persons)	17,278,452 ⁽¹⁾	64.37%

(1) Includes options to purchase an aggregate of 256,666 shares of common stock, which are immediately exercisable.

(2) Mr. Rappaport served as the Company's President from May 2005 until June 30, 2006. Mr. Rappaport is the Chief Executive Officer of WestPark Capital Inc. The number in the table includes 426,626 shares of our common stock issuable upon the exercise of warrants issued to WestPark Capital, Inc.

SIGNATURES

In accordance with Section 13 and 15(d) of the Securities Exchange Act of 1934, the Registrant caused this Amendment to Report to be signed on its behalf by the undersigned thereunto duly authorized.

LIXTE BIOTECHNOLOGY HOLDINGS, INC.

Date: August 21, 2007

By: /s/ John S. Kovach

Name: John S. Kovach
Title: Chief Executive Officer

In accordance with the Securities Exchange Act of 1934, this Amendment to Report has been signed below by the following persons on behalf of the Registrant in the capacity and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ John S. Kovach</u> John S. Kovach	Chief Executive Officer, Principal Financial Officer, Principal Accounting Officer and Director	August 21, 2007
