
**UNITED STATES
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): March 24, 2006

Marshall Edwards, Inc.

(Exact name of registrant as specified in its charter)

DELAWARE

(State or other jurisdiction of
incorporation or
organization)

000-50484

(Commission File Number)

51-0407811

(I.R.S. Employer Identification No.)

140 Wicks Road, North Ryde, NSW, 2113 Australia
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (011) 61 2 8877-6196

Not Applicable

(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))
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EXPLANATORY NOTE: This Form 8-K/A amends the Form 8-K filed by Marshall Edwards, Inc. with the Securities and Exchange Commission on March 29, 2006 to correct the date of the triggering event for the report and the date of the press release attached as an exhibit to the report. No other changes have been made.

Item 5.02. Departures of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

On March 24, 2006, at a regularly scheduled meeting of the Board of Directors (the "Board") of Marshall Edwards Inc. (the "Company"), Professor David de Kretser AO announced that he was resigning as a director of the Company, effective as of March 31, 2006, due to his appointment as the Governor of the State of Victoria, Australia.

The Board has appointed Professor Bryan Williams to serve as a director of the Company and as a member of the Board's Audit Committee and Remuneration Committee, effective as of March 31, 2006. The Company's Board has determined that Professor Williams meets the requirements of the Nasdaq for an independent director and a member of the Audit Committee.

The appointment of Professor Williams is intended to maintain the composition of the Company's Audit Committee at the three independent members required by the Nasdaq. Professor Williams will serve until the 2006 Annual Meeting of Stockholders of the Company, at which time he will stand for election.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits.

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|--|
| 99 | Press Release, dated March 29, 2006, issued by the Company |

Signature

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 hereunto duly authorized.

MARSHALL EDWARDS, INC.

By: /s/ David R. Seaton

David R. Seaton
Chief Financial Officer
(Duly Authorized Officer and Principal
Financial Officer)

Dated: March 29, 2006

Index to Exhibits

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|---|
| 99 | Press Release dated March 29, 2006 issued by the Registrant |

Marshall Edwards, Inc.

CONTACT: David Sheon - 202 518-6384 (USA)
Mr Christopher Naughton (CEO, Marshall Edwards, Inc)
- +612 8878 6196 (Australia)

FOR IMMEDIATE RELEASE

APPOINTMENT OF NEW GOVERNOR CREATES BOARD VACANCY AT MARSHALL EDWARDS, INC.

Sydney: March 29, 2006 – Following the appointment of current MEI Director Professor David de Kretser AO as the next Governor of the Australian state of Victoria, a vacancy has been created on the board of Marshall Edwards Inc. which is to be filled by Professor Bryan Williams.

Professor Williams is the Director of the Monash Institute of Medical Research in Melbourne, Australia succeeding Professor de Kretser. Prior to his appointments to the Monash Institute, New Zealand born Professor Williams enjoyed a distinguished international career as a cancer researcher in the basic and preclinical area.

Positions held in recent years included a professorial chair at Case Western Reserve University, Cleveland, Ohio and adjunct professorships at Cleveland State University, and at Kent State University also both in Ohio, USA. Immediately before coming to Melbourne, Professor Williams was Chairman of the Department of Cancer Biology, Lerner Research Institute, The Cleveland Clinic Foundation, Cleveland, Ohio, one of the leading cancer clinics in the US.

Welcoming Professor Williams to the board, Marshall Edwards' Chief Executive Officer, Mr Christopher Naughton, said his particular expertise and experience would assist with progressing the development of phenoxodiol, Marshall Edwards' lead anti-cancer compound.

Professor Williams joins the MEI board of directors which includes Professor Graham Kelly (Chairman), Mr Naughton (CEO), Professor Paul Nestel AO, and Messrs Philip Johnston and Stephen Breckenridge.

Directors of Marshall Edwards congratulated Professor de Kretser on his appointment as Governor and wished him well in his position which they said was public recognition of his judgment, his illustrious career, his active and ongoing management and involvement in medical research and his advocacy across a broad range of biotechnology.

Incorporated in the US State of Delaware, Marshall Edwards Inc. is 87 per cent owned by ASX and NASDAQ listed pharmaceutical company, Novogen Limited from which it licences phenoxodiol, and its shares are traded in the US on NASDAQ (Code: MSHL). More information on phenoxodiol and on the company can be found at www.marshalledwardsinc.com and www.novogen.com

Under U.S. law, a new drug cannot be marketed until it has been investigated in clinical trials and approved by the FDA as being safe and effective for the intended use. Statements included in this press release that are not historical in nature are "forward-looking statements" within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. You should be aware that our actual results could differ materially from those contained in the forward-looking statements, which are based on management's current expectations and are subject to a number of risks and uncertainties, including, but not limited to, our failure to successfully commercialize our product candidates; costs and delays in the development and/or FDA approval, or the failure to obtain such approval, of our product candidates; uncertainties in clinical trial results; our inability to maintain or enter into, and the risks resulting from our dependence upon, collaboration or contractual arrangements necessary for the development, manufacture, commercialization, marketing, sales and distribution of any products; competitive factors; our inability to protect our patents or proprietary rights and obtain necessary rights to third party patents

and intellectual property to operate our business; our inability to operate our business without infringing the patents and proprietary rights of others; general economic conditions; the failure of any products to gain market acceptance; our inability to obtain any additional required financing; technological changes; government regulation; changes in industry practice; and one-time events. We do not intend to update any of these factors or to publicly announce the results of any revisions to these forward-looking statements.