

# VYTERIS HOLDINGS (NEVADA), INC.

## FORM DEF 14A (Proxy Statement (definitive))

Filed 10/11/07 for the Period Ending 11/19/07

Address	1390 SOUTH 1100 EAST SUITE 204 SALT LAKE CITY, UT 84105-2463
Telephone	2017032299
CIK	0001139950
Symbol	VYHN
SIC Code	2834 - Pharmaceutical Preparations
Fiscal Year	12/31

---

---

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

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934

Filed by the Registrant   
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to Section 240.14a-12

**VYTERIS, INC.**

(Name of Registrant as Specified in its Charter)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
  - Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - Fee paid previously with preliminary materials.
  - Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
-

**VYTERIS, INC.**  
13-01 Pollitt Drive  
Fair Lawn, New Jersey 07410

October 11, 2007

Dear Stockholder:

On behalf of the board of directors and management, I am pleased to invite you to a special meeting of the stockholders of Vyteris, Inc. The meeting will be held on November 19, 2007, at 9:30 a.m. New York City time at the offices of Vyteris, Inc. at 13-01 Pollitt Drive, Fair Lawn, NJ 07410. A notice of meeting, proxy statement and proxy card are enclosed for your review.

I urge you to read the enclosed materials carefully and to complete, date, sign and mail promptly the proxy card enclosed with this letter to ensure that your vote will be counted.

The officers, directors and staff of Vyteris, Inc. sincerely appreciate your support.

Very truly yours,

/s/ Donald F. Farley  
Donald F. Farley  
Chairman of the Board

---

**VYTERIS, INC.**

**NOTICE OF SPECIAL MEETING**

A special meeting of stockholders of Vyteris, Inc. (the "Company") will be held at the offices of Vyteris, Inc., 13-01 Pollitt Drive, Fair Lawn, NJ 07410 on November 19, 2007, at 9:30 a.m. New York City time. At the meeting, you will be asked to consider and act upon the following:

1. A proposal to amend the Company's Articles of Incorporation to increase the number of authorized shares of the Company's common stock, par value \$0.001 per share, from 200,000,000 shares to 500,000,000 shares.
2. Other business if properly raised at the meeting or any adjournment thereof.

Only stockholders of record at the close of business on September 19, 2007, are entitled to notice of, and to vote at, the meeting.

/s/ David DiGiacinto  
David DiGiacinto  
Secretary

Fair Lawn, New Jersey  
October 11, 2007

**TO ENSURE THAT YOUR SHARES ARE REPRESENTED AT THE MEETING,  
PLEASE COMPLETE, DATE, SIGN AND MAIL PROMPTLY THE  
ENCLOSED PROXY CARD IN THE RETURN ENVELOPE PROVIDED.**

---

**VYTERIS, INC.**  
13-01 Pollitt Drive  
Fair Lawn, New Jersey 07410

**PROXY STATEMENT**

The board of directors (the "Board") of Vyteris, Inc. (the "Company") is soliciting proxies for use at the special meeting of stockholders to be held at the offices of Vyteris, Inc., at 13-01 Pollitt Drive, Fair Lawn, NJ 07410 at 9:30 a.m. New York City time on November 19, 2007, and for use at any adjournments thereof. The Company refers to this meeting as the Special Meeting. This Proxy Statement and the enclosed form of proxy are first being sent to stockholders on or about October 11, 2007.

---

## TABLE OF CONTENTS

	Page
Information About the Special Meeting	1
Voting Procedures	1
Proposal One: To Increase the Number of Authorized Shares of Common Stock	2
Security Ownership of Certain Beneficial Owners and Management	5
Stockholder Proposals for the 2008 Annual Meeting	8
Delivery of Documents to Stockholders	9
Where You Can Find Additional Information About the Company	9
Exhibit A - Form of Amendment to the Company's Articles of Incorporation	

---

## INFORMATION ABOUT THE SPECIAL MEETING

### Voting Procedures

Holders of record of the Company's common stock, par value \$0.001 per share (the "Common Stock"), at the close of business on September 19, 2007 (the "Record Date") are entitled to vote at the Special Meeting. On the Record Date, there were 88,810,397 outstanding shares of Common Stock. Each outstanding share of Common Stock is entitled to one vote on each matter submitted for a vote of the stockholders at the Special Meeting.

In addition, holders of record of the Company's Series B Convertible Preferred Stock, par value \$0.0001 per share (the "Preferred Stock" and, together with the Common Stock, the "Capital Stock"), at the close of business on the Record Date are entitled to vote at the Special Meeting on an as-converted basis together with holders of the Common Stock as a single class on all matters to be voted on by holders of Common Stock. Each share of Preferred Stock is convertible at any time, upon the option of the holder, into 0.2793 shares of Common Stock. On the Record Date, there were 7,500,000 outstanding shares of Preferred Stock, which, in the aggregate, are entitled to 2,095,000 votes on each matter submitted for a vote of the holders of Common Stock at the Annual Meeting.

A form of proxy is enclosed that designates persons named therein as proxies to vote shares at the Special Meeting. Each proxy in that form that is properly signed and received prior to the Special Meeting will be voted as specified in the proxy or, if not specified, FOR the following proposal set forth in this Proxy Statement: (i) increasing the number of authorized shares of the Company's Common Stock from 200,000,000 shares to 500,000,000 shares.

At the time that this Proxy Statement was mailed to stockholders, the Board and management were not aware that any matter other than the matters described above would be presented for action by stockholders at the Special Meeting. If other matters are properly brought before the Special Meeting or any adjournment thereof, it is intended that the shares represented by proxies will be voted with respect to those matters in accordance with the best judgment of the persons acting under the proxies.

Any stockholder who returns a proxy on the enclosed form has the right to revoke that proxy at any time before it is voted. Any stockholder who submitted a proxy by mail may change his vote or revoke his proxy by (a) filing with the Secretary of the Company a written notice of revocation or (b) timely delivering a valid, later-dated proxy. Attendance at the Special Meeting will not have the effect of revoking a proxy unless the stockholder gives written notice of revocation to the Secretary of the Company before the proxy is exercised or such stockholder votes by written ballot at the Special Meeting.

The presence in person or by properly executed proxy of holders of Capital Stock representing a majority of the votes entitled to be cast by all the holders of Capital Stock is necessary to constitute a quorum at the Special Meeting. The votes of stockholders present in person or represented by proxy at the Special Meeting will be tabulated by inspectors of election appointed by the Company.

The inspectors of election will treat shares represented by proxies that reflect abstentions as shares that are present and entitled to vote for purposes of determining the presence of a quorum. Abstentions, however, do not technically constitute a vote “for” or “against” any matter and thus will be disregarded in the calculation of votes cast. The inspectors of election will treat shares referred to as “broker non-votes” (shares held by brokers or nominees as to which instructions have not been received from the beneficial owners or persons entitled to vote and that the broker or nominee does not have discretionary power to vote on a particular matter) as shares that are present and entitled to vote for purposes of determining the presence of a quorum.

The cost of soliciting the proxies to which this Proxy Statement relates will be borne by the Company. In following up the original solicitation of proxies by mail, the Company will make arrangements with brokerage houses and other custodians, nominees and fiduciaries to send soliciting material to the beneficial owners of Capital Stock and will, upon request, reimburse them for their expenses. In addition to solicitation by mail, and without additional compensation therefor, proxies may be solicited in person or by telephone, facsimile or telegram by officers and regular employees of the Company and its subsidiaries.

**Proposal One: To Increase the Number of Authorized Shares of Common Stock**

For the reasons set forth below in “Purpose of the Amendment to the Articles of Incorporation,” the Company’s Board and management determined that it is advisable and in the best interests of the Company and its stockholders to amend Article IV of the Company’s Articles of Incorporation to increase the number of authorized shares of Common Stock from 200,000,000 shares to 500,000,000 shares. Thus, on September 27, 2007, the Board approved the form of the amendment to the Articles of Incorporation attached as Exhibit A hereto and resolved to refer the matter to the Company’s stockholders for their approval.

At the Special Meeting, the stockholders will be asked to approve the amendment to the Company’s Articles of Incorporation attached as Exhibit A hereto. If the stockholders approve the amendment, it is anticipated that the amendment will become effective as soon as practicable after the Special Meeting. If the stockholders do not approve the amendment, the number of shares of Common Stock authorized by the Company’s Articles of Incorporation will continue to be 200,000,000 shares.

Vote Required for the Amendment to the Articles of Incorporation

Nevada corporation law and the Company’s Articles of Incorporation require the affirmative vote of a majority of the votes entitled to be cast by the holders of Capital Stock of the Company to approve the amendment to the Articles of Incorporation.

### Purpose of the Amendment to the Articles of Incorporation

The purpose of the proposed amendment to the Company's Articles of Incorporation is to increase the total number of authorized shares of Common Stock from 200,000,000 shares to 500,000,000 shares. If the stockholders approve the proposed amendment, the Company's Board may issue additional shares of Common Stock without further vote of the stockholders, except as may be required in particular cases by the Company's organizational documents, applicable law, the rules and regulations of the Over-the-Counter Bulletin Board of the National Association of Securities Dealers, Inc. or the rules and regulations of any securities exchange on which the Common Stock may then be listed.

The Board believes that it is in the best interests of the Company to have additional shares of Common Stock authorized at this time. As of August 31, 2007, the Company had issued 88,810,397 shares of Common Stock. Further, as of August 31, 2007, the Company needed a total of 71,730,520 additional shares of Common Stock to be reserved to satisfy existing obligations under outstanding warrants and options to purchase Common Stock and for conversion of outstanding Series B Convertible Redeemable Preferred Stock, for a total of 160,540,917 shares.

As of August 31, 2007, the Company's cash and cash equivalents amounted to approximately \$8,303,004. During August 2007, the Company's cash expenditures exceeded its cash received by approximately \$1.4 million. Without any substantial revenues, the Company is dependent upon borrowings and equity and convertible debt financings to remain in business. If the Company does not raise additional capital immediately, it may be required to discontinue or substantially modify its business. The remaining 39,459,083 shares may not be sufficient to satisfy the potential capital raising needs. Therefore the Company needs the increase in authorized shares. The Company may use up to all of the additional 300,000,000 shares it proposes to authorize for sale in equity and convertible debt financing transactions, as market conditions permit and opportunities arise, including equity and convertible debt financing transactions to enable the Company to complete the previously-announced acquisition of Lehigh Valley Technologies, Inc., and to satisfy its obligations to reserve shares of common stock for issuance under existing options and warrants. Additional needs for the additional authorized shares may include, but are not limited to, acquisitions of other businesses, establishing strategic relationships with other companies, providing equity incentives to employees, to pay stock dividends or to undertake stock splits or other recapitalizations. Although the Company is in preliminary discussions with several other potential equity or convertible debt investors to purchase shares of common stock, or securities convertible into shares of common stock, those discussions have not reached the stage where binding or non-binding term sheets or letters of intent have been exchanged. The Company cannot assure you that it will be able to consummate the sale of any securities or if it is able to consummate the sales, at which price and terms it will be able to consummate any one or more transactions.

Other than as described above, we have no present plans, arrangements, commitments or understanding with respect to the issuance of any of the additional shares of common stock that would be authorized by adoption of the Amendment.

Effect of the Amendment to the Articles of Incorporation

Under the existing Articles of Incorporation, the Company has the authority to issue 200,000,000 shares of Common Stock. As of August 31, 2007, 88,810,397 shares of Common Stock were issued and outstanding. As of such date, an additional 71,730,520 shares of Common Stock were reserved to satisfy the following existing obligations:

Convertible Preferred Stock	2,095,000
Convertible Debt	6,036,063
Warrants	55,354,138
Options	<u>8,245,319</u>
Total	<u><u>71,730,520</u></u>

Accordingly, as of August 31, 2007, there are 39,459,083 shares of Common Stock that were available for issuance and not reserved for existing obligations. The proposed amendment would provide for an additional 300,000,000 shares of Common Stock to be available for issuance.

Adoption of the proposed amendment and issuance of additional shares of Common Stock would not affect the rights of holders of currently outstanding Capital Stock, except for effects incidental to increasing the number of authorized shares of Common Stock. Under the Articles of Incorporation, holders of Capital Stock do not have preemptive rights to subscribe to additional securities that may be issued by the Company, which means that current holders of Capital Stock do not have a prior right to purchase any new issue of shares of the Company to maintain their proportionate ownership of or rights to the Common Stock. Thus, if the Board causes the Company to issue additional shares of Common Stock or securities convertible into or exercisable for Common Stock, such issuance could have a dilutive effect on the voting power and earnings per share of existing holders of Capital Stock.

**The Board of Directors unanimously recommends voting FOR increasing the number of authorized shares of Common Stock from 200,000,000 shares to 500,000,000 shares.**

**SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND  
MANAGEMENT**

The following table sets forth certain information regarding the beneficial ownership of the Capital Stock as of August 31, 2007, by (i) each person who is known by the Company to be the beneficial owner of more than 5% of either the outstanding Common Stock or the outstanding Preferred Stock; (ii) each of the Company's directors and executive officers; and (iii) all of the Company's directors and executive officers as a group. Unless otherwise specified, the address of each of the persons set forth below is in care of Vyteris, Inc., 13-01 Pollitt Drive, Fair Lawn, New Jersey 07410. In determining the number and percentage of shares beneficially owned by each person, shares that may be acquired by such person under options or warrants exercisable within 60 days of August 31, 2007, are deemed beneficially owned by such person and are deemed outstanding for purposes of determining the total number of outstanding shares for such person and are not deemed outstanding for such purpose for all other stockholders.

Title of Class	Name of Beneficial Owner	Number of Shares	Percentage of Outstanding Shares in Class
<u>Preferred Stock:</u>			
	Kevin Kimberlin (1)	7,410,020	98.8%
	Donald Farley	89,980	1.2%
	Timothy McIntyre	--	*
	David DiGiacinto	--	*
	Russell O. Potts	--	*
	Gregory B. Lawless	--	*
	Anthony J. Cherichella	--	*
	Ashutosh Sharma	--	*
	Directors and Officers as a Group (7 persons)	89,980	1.2%
<u>Common Stock:</u>			
	Kevin Kimberlin (2)	35,431,185	32.6%
	RIG Funds. (3)	16,347,000	17.2%
	Qubit Holdings LLC (4)	9,177,845	12.8%
	BTR Global Opportunity Trading Ltd (5)	7,500,000	11.3%
	BTR Global Growth Trading Ltd (5)	7,500,000	11.3%
	Donald Farley (6)	274,322	*
	Timothy McIntyre (7)	500,000	*
	David DiGiacinto (8)	35,545	*
	Russell O. Potts (9)	14,274	*
	Gregory B. Lawless (9)	17,500	*
	Anthony J. Cherichella	-	*
	Ashutosh Sharma (10)	133,457	*
	Directors and Officers as a Group (7 persons) (11)	975,098	1.1%

\* Represents less than one percent.

1. Represents 7,410,020 shares of Preferred Stock owned by Spencer Trask Specialty Group LLC (“STSG”), of which Mr. Kimberlin is the non-managing member.
2. Represents (i) 14,999,979 shares of Common Stock owned by STSG, of which Mr. Kimberlin is the non-managing member; (ii) 4,616,434 shares of Common Stock issuable upon the exercise of warrants acquired by STSG in connection with a line of credit extended to the Company; (iii) 52,083 shares of Common Stock issuable upon the exercise of warrants issued in connection with \$250,000 aggregate principal amount of subordinated convertible promissory notes issued to STSG in 2006; (iv) 2,236,063 shares of Common Stock issuable upon the conversion of \$5,370,000 aggregate principal amount of subordinated convertible promissory notes issued to STSG in 2006; (v) 2,069,866 shares of Common Stock issuable upon conversion of Preferred Stock held by STSG; (vi) 34,917 shares of Common Stock issuable upon the exercise of warrants held by STSG (excluding the warrants listed in clause (ii) above); (vii) 278,164 shares of Common Stock owned by Scimitar Holdings, LLC, a New York limited liability company and wholly-owned subsidiary of Spencer Trask & Co., a Delaware corporation of which Mr. Kimberlin is the controlling stockholder and chairman; (viii) 7,750,579 shares of Common Stock issuable upon the exercise of warrants issued to Spencer Trask Ventures, Inc., a wholly-owned subsidiary of Spencer Trask & Co.; (ix) an aggregate of 388,272 shares of Common Stock owned by Spencer Trask Private Equity Fund I LP, Spencer Trask Private Equity Fund II LP, Spencer Trask Private Equity Accredited Fund III LLC and Spencer Trask Illumination Fund LLC (together, the “Funds”); (x) 1,104,828 shares of Common Stock issuable upon the exercise of warrants issued to the Funds. Spencer Trask & Co. is the 100% owner of the manager of each of the Funds; and (xi) 1,520,000 and 380,000 shares of Common Stock issuable upon the conversion of a line of credit extended to the Company to STSG and the Funds, respectively.
3. Represents shares of Common Stock and warrants to purchase Common Stock held by each of the following in the amounts stated for each of the four following affiliated funds:

RIG Fund, Ltd.: 1,135,000 shares of Common Stock  
RIG I Fund, Ltd. 666,000 shares of Common Stock and 666,000 warrants  
RIG II Fund, Ltd. 3,200,000 shares of Common Stock  
RIG III Fund, Ltd. 5,340,000 shares of Common Stock and 5,340,000 warrants

Each of the four RIG Funds has the following mailing address: c/o Semper Gestion, SA, 40 A Route de Malagnou, Geneva Switzerland

The controlling person of each RIG Fund is Olivier Couriol, Director.

4. Includes (i) 5,386,318 shares of Common Stock owned by Qubit Holdings, LLC, a Delaware limited liability company (“Qubit”); (ii) 189,539 shares of Common Stock issuable upon the exercise of warrants issued to Qubit in connection with a recapitalization transaction in March 2004; and (iii) 3,601,993 shares of Common Stock issuable upon the exercise of warrants issued to Qubit in connection with certain senior debentures. The Common Stock beneficially owned by Qubit includes Common Stock directly owned by certain trusts for the benefit of Mr. Kimberlin’s children. Mr. Kimberlin disclaims beneficial ownership of the Common Stock beneficially owned by Qubit and directly owned by such trusts on the basis that Mr. Kimberlin has no power to vote or to dispose of any of such Common Stock.
5. Represents 5,000,000 shares of Common Stock and 2,500,000 shares of Common Stock issuable pursuant to the exercise of warrants.
6. Includes (i) 71,229 shares of Common Stock owned by Mr. Farley; (ii) 115,619 shares of Common Stock owned by a trust for which Mr. Farley serves as a trustee; (iii) 25,134 shares of Common Stock issuable upon conversion of Preferred Stock; (iv) 23,045 shares of Common Stock issuable upon exercise of warrants; and (v) 39,295 shares of Common Stock which are issuable upon the exercise of stock options. Mr. Farley, an employee of an affiliate of STSG, disclaims beneficial ownership with respect to securities owned by STSG and its affiliates, as he has no power to vote or dispose of those securities.
7. The Company agreed to issue to Mr. McIntyre, options to purchase 1,750,000 shares of Common Stock at an exercise price of \$1.31 per share and options to purchase 4,450,000 shares of Common Stock at an exercise price of \$2.72 per share. These options will vest in tranches based on the achievement of milestones. 500,000 of those options have vested as of August 31, 2007, and no other options are expected to vest within 60 days following such date.
8. Represents shares of Common Stock which are issuable upon the exercise of stock options. Mr. DiGiacinto, an employee of an affiliate of STSG, disclaims beneficial ownership with respect to securities owned by STSG and its affiliates, as he has no power to vote or dispose of those securities.

9. Represents shares of Common Stock which are issuable upon the exercise of stock options.
10. Represents 133,357 shares of Common Stock which are issuable upon the exercise of stock options.
11. Includes (i) 186,948 shares of Common Stock; (ii) 23,045 shares of Common Stock issuable upon exercise of warrants; (iii) 25,134 shares of Common Stock issuable upon conversion of Preferred Stock; and (iv) 739,971 shares of Common Stock, which are issuable upon the exercise of stock options.

Mr. Kimberlin, the Company's controlling stockholder, has advised the Company that he intends to vote all of his shares of Capital Stock in favor of the proposals described in this Proxy Statement. As noted above, Mr. Kimberlin beneficially owns approximately 32.6% of the Common Stock and approximately 98.8% of the Preferred Stock. However, 17,694,904 shares of the Common Stock that he beneficially owns are issuable pursuant to either the exercise of warrants that were not exercised as of the Record Date or the conversion of notes that were not converted as of the Record Date. As a result, of the 90,905,397 eligible votes at the Special Meeting, 88,810,397 of which are represented by Common Stock and 2,095,000 of which are represented by Preferred Stock, Mr. Kimberlin controls the right to vote 17,736,281, or 11.8%, of such eligible votes.

Information with respect to Mr. Kimberlin that is set forth in this Proxy Statement is derived in part from Form 4 and Schedule 13D reports filed by Mr. Kimberlin with the Securities and Exchange Commission (the "SEC").

### **STOCKHOLDER PROPOSALS FOR THE 2008 ANNUAL MEETING**

If you wish to have a proposal included in the Company's proxy statement and form of proxy for its 2008 annual meeting, the proposal must be received by the Company at its principal executive offices by a reasonable time before the Company begins to print and mail its annual meeting proxy materials, but no later than April 10, 2008. A proposal that is received after that time or that otherwise fails to meet the requirements for stockholder proposals established by the SEC will not be included. Furthermore, proxies for the 2008 annual meeting will confer discretionary authority to vote against any proposal not received by the Company at its principal executive offices by a reasonable time before the Company mails its annual meeting proxy materials. Stockholders interested in submitting a proposal are advised to contact knowledgeable counsel with regard to the requirements of applicable securities laws. The submission of a proposal does not guarantee that it will be included in the proxy materials.

## DELIVERY OF DOCUMENTS TO STOCKHOLDERS

**HOUSEHOLDING INFORMATION:** As permitted by the SEC's proxy statement rules, we will deliver only one copy of this proxy statement to two or more shareholders who share an address, unless we have received contrary instructions from one or more of the shareholders. We will deliver promptly, upon written or oral request, a separate copy of the annual report or proxy statement to a shareholder at a shared address to which a single copy of the documents was delivered. Conversely, shareholders sharing an address who are receiving multiple copies of our annual reports or proxy statements may request delivery of a single copy. Such a request must be directed to the Shareholders Department of the transfer agent by phone at 1-800-937-5449 or by mail to American Stock Transfer & Trust Company, 59 Maiden Lane, New York, NY 10038, Attention: Shareholders Department. Each request must include the name of the stockholder, the name of his brokerage firm and the account number of his brokerage account. Please allow 78 hours from receipt by the transfer agent for any such request to take effect.

## WHERE YOU CAN FIND ADDITIONAL INFORMATION ABOUT THE COMPANY

The Company files reports, proxy and information statements and other information with the SEC. Such reports, statements and other information filed by the Company with the SEC can be inspected and copied at the public reference facilities maintained by the SEC at 100 F Street, N.E., Washington, D.C. 20549. Copies of such material can also be obtained from the Public Reference Section of the SEC at 100 F Street, N.E., Washington, D.C. 20549 at prescribed rates. Furthermore, the SEC maintains a Web site that contains reports, proxy and information statements and other information regarding the Company. The address of such Web site is <http://www.sec.gov>.

By Order of the Board of Directors,

/s/ David DiGiacinto  
David DiGiacinto, Secretary

October 11, 2007

EXHIBIT A  
FORM OF  
AMENDMENT TO THE ARTICLES OF INCORPORATION  
OF VYTERIS, INC.

[SEAL]

DEAN HELLER  
SECRETARY OF STATE  
  
202 NORTH CARSON STREET  
CARSON CITY, NEVADA  
89701-4201  
(775)684 5708

CERTIFICATE OF  
AMENDMENT  
(PURSUANT TO NRS 78.385 and 78.390)

Office Use Only

IMPORTANT: READ ATTACHED INSTRUCTIONS BEFORE COMPLETING

---

CERTIFICATE OF AMENDMENT TO ARTICLES OF INCORPORATION  
FOR NEVADA PROFIT CORPORATIONS  
(PURSUANT TO NRS 78.385 AND 78.390 - AFTER ISSUANCE OF STOCK)  
-REMIT IN DUPLICATE-

1. Name of corporation: VYTERIS, INC.

2. The articles have been amended as follows (provide article numbers, if available):

A. Article IV of the corporation's articles of incorporation is amended to provide as follows:

"Common Stock. The Corporation shall have the authority to issue Five Hundred Million (500,000,000) shares of common stock having a par value of \$.001 per share ("Common Stock"). Fully paid Common Stock of the Corporation shall not be liable for further call or assessment. The authorized shares of Common Stock shall be issued at the discretion of the Board of Directors of the Corporation."

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation have voted in favor of the amendment is: Majority \*.

4. Officer Signature (Required):

\_\_\_\_\_  
\_\_\_\_\_

\* If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless of limitations or restrictions on the voting power thereof.

IMPORTANT: Failure to include any of the above information and remit the proper fees may cause this filing to be rejected.

PROXY  
VYTERIS, INC.

The undersigned hereby appoints Donald F. Farley, Timothy McIntyre and David DiGiacinto, and each of them, with full power of substitution, to vote for and on behalf of the undersigned at a Special Meeting of stockholders of Vyteris, Inc. to be held on November 19, 2007, and any adjournment thereof, upon matters properly coming before the Special Meeting, as set forth in the related Notice of Meeting and Proxy Statement, both of which have been received by the undersigned. Without otherwise limiting the general authorization given hereby, said attorneys and proxies are instructed to vote on the following issues as follows:

**THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED IN THE MANNER DIRECTED BY THE UNDERSIGNED SHAREHOLDER. IF THIS PROXY IS EXECUTED BUT NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED "FOR" EACH OF THE MATTERS DESCRIBED ON THE REVERSE SIDE.**

(CONTINUED AND TO BE SIGNED ON THE REVERSE SIDE)

SPECIAL MEETING OF STOCKHOLDERS OF  
VYTERIS, INC.

November 19, 2007

PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE:  X .

1. Proposal to amend the Company's Articles of Incorporation to increase the number of authorized shares of the Company's common stock, par value \$0.001 per share, from 200,000,000 shares to 500,000,000 shares.  

FOR \_\_\_\_                                      AGAINST \_\_\_\_                                      ABSTAIN \_\_\_\_
2. Transaction of such other business as may properly come before the Special Meeting, and any adjournment thereof, as the Board of Directors in its discretion may determine. The Board is not aware of any such other matters.

WHETHER OR NOT YOU PLAN TO ATTEND THE MEETING, YOU ARE URGED TO EXECUTE AND RETURN THIS PROXY, WHICH MAY BE REVOKED AT ANY TIME PRIOR TO ITS USE.

Signature of Stockholder: \_\_\_\_\_

Name of Stockholder: \_\_\_\_\_

Signature of Stockholder  
(if shares are jointly held): \_\_\_\_\_

Name of Stockholder  
(if shares are jointly held): \_\_\_\_\_

Date: \_\_\_\_\_

NOTE: Please sign exactly as your name or names appear on this Proxy. When shares are held jointly, each holder should sign. When signing as executor, administrator, attorney, trustee or guardian, please give full title as such. If the signer is a corporation, please sign full corporate name by duly authorized officer, giving full title as such. If the signer is a partnership, please sign in partnership name by authorized person.