
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): April 18, 2006

Xenomix, Inc.

(Exact name of registrant as specified in its charter)

Florida
(State or other jurisdiction of incorporation or
organization)

04-3721895
(IRS Employer Identification No.)

420 Lexington Avenue, Suite 1701
New York, New York 10170
(Address of principal executive offices)

Registrant's telephone number, including area code: (212) 297-0808

(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:

- Written communication 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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Item 1.01 Entry into a Material Definitive Agreement.

On April 18, 2006, the Board of Directors of Xenomics, Inc. (the “Company”) amended the stock option agreement of Christoph Bruening, a former director of the Company, to immediately vest an additional 20,000 stock options in addition to the 20,000 stock options currently vested and to lengthen the exercise period of such vested options to ten (10) years from January 16, 2006 (date of grant). A copy of the amended stock option agreement is attached to this Current Report on Form 8-K as Exhibit 10.1.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits.

10.1 Form of Amended Stock Option Agreement between Xenomics, Inc. and Christoph Bruening dated April 18, 2006.

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.

Dated: April 20, 2006

XENOMICS, INC.

By: /s/ L. David Tomei

L. David Tomei
Chief Executive Officer

XENOMICS, INC.**AMENDED STOCK OPTION GRANT AGREEMENT
FOR NONSTATUTORY STOCK OPTIONS**

Xenomics, Inc., a Florida corporation (the “**Company**”) hereby amends as of April 18, 2006 the January 16, 2006 option (the “**Option**”) grant to **Christoph Bruening** (the “**Optionee**”), that is NOT intended to qualify as an incentive stock option (“**ISO**”) pursuant to Section 422(b) of the Internal Revenue Code, to purchase shares of the Company’s common stock (“**Stock**”) in the number and subject to terms and conditions of this Stock Option Grant Agreement (the “**Grant Agreement**”), the Company’s 2004 Stock Option Plan (the “**Plan**”) and the Terms of Option Agreement for Nonstatutory Stock Options (the “**Option Agreement**”). The provisions of the Plan and the Option Agreement are incorporated herein by reference, and copies of the Plan and Option Agreement have been given to Optionee. The following are the general terms of the Option for shares of Stock (“**Option Shares**”) granted to Optionee by this Grant Agreement.

The grant date of the Option (“**Grant Date**”) is **January 16, 2006**.

The number of Option Shares granted to Optionee is **40,000** shares of Stock.

The exercise price (“**Exercise Price**”) at which Optionee can purchase Option Shares is **\$1.80** per share.

This Option shall be immediately vested.

Notwithstanding Section 6 of the Option Agreement and Section 6.6 of the Plan, this Option shall expire, and be of no further force or effect, on the tenth anniversary of the Grant Date.

Net Exercise is available to Optionee.

The Optionee represents that he/she is familiar with the terms and provisions of the Option Agreement, including the Unvested Share Repurchase Option, and hereby accepts this Option subject to all of the terms and provisions thereof. The Optionee hereby agrees to accept as binding, conclusive and final all decisions or interpretations of the Board upon any questions arising under the Option. The Optionee acknowledges receipt of a copy of the Plan.

OPTIONEE

XENOMICS, INC.

By: _____

Address: _____

Its: _____
