

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

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934  
(Amendment No. 5)\***

**Adherex Technologies Inc.**  
(Name of Issuer)

**Common Stock**  
(Title of Class of Securities)

**00686R200**  
(CUSIP Number)

**Southpoint Capital Advisors  
623 Fifth Avenue, Suite 2601  
New York, New York 10022  
212-692-6350**

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

**June 8, 2010**  
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. [ ]

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).

Southpoint Master Fund, LP

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2. Check the Appropriate Box if a Member of a Group

(a)

(b)

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3. SEC Use Only

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4. Source of Funds

WC

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5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

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6. Citizenship or Place of Organization

Cayman Islands

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Number of

7. Sole Voting Power

Shares

8. Shared Voting Power

Beneficially

200,000,000

Owned by

9. Sole Dispositive Power

Each

Reporting

10. Shared Dispositive Power

Person

200,000,000

With

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11. Aggregate Amount Beneficially Owned by Each Reporting Person

200,000,000

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12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares

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13. Percent of Class Represented by Amount in Row (11)

54.3%

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14. Type of Reporting Person (See Instructions)

PN

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1.Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).

Southpoint Fund LP

2.Check the Appropriate Box if a Member of a Group

(a)

(b)

3.SEC Use Only

4.Source of Funds

WC

5.Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6.Citizenship or Place of Organization

Delaware

Number of  
Shares

7.Sole Voting Power

Beneficially  
Owned by

8.Shared Voting Power

200,000,000

Each  
Reporting

9.Sole Dispositive Power

Person  
With

10.Shared Dispositive Power

200,000,000

11.Aggregate Amount Beneficially Owned by Each Reporting Person

200,000,000

12.Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13.Percent of Class Represented by Amount in Row (11)

54.3%

14.Type of Reporting Person (See Instructions)

PN

1.Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).  
Southpoint Qualified Fund LP

2.Check the Appropriate Box if a Member of a Group

(a)   
(b)

3.SEC Use Only

4.Source of Funds WC

5.Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6.Citizenship or Place of Organization

Delaware

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person  
With

7.Sole Voting Power

8.Shared Voting Power  
200,000,000

9.Sole Dispositive Power

10.Shared Dispositive Power  
200,000,000

11.Aggregate Amount Beneficially Owned by Each Reporting Person  
200,000,000

12.Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13.Percent of Class Represented by Amount in Row (11)  
54.3%

14.Type of Reporting Person (See Instructions)  
PN

1.Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).  
Southpoint Offshore Fund, Ltd.

2.Check the Appropriate Box if a Member of a Group

(a)   
(b)

3.SEC Use Only

4.Source of Funds WC

5.Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6.Citizenship or Place of Organization  
Cayman Islands

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person  
With

7.Sole Voting Power

8.Shared Voting Power  
200,000,000

9.Sole Dispositive Power

10.Shared Dispositive Power  
200,000,000

11.Aggregate Amount Beneficially Owned by Each Reporting Person  
200,000,000

12.Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13.Percent of Class Represented by Amount in Row (11)  
54.3%

14.Type of Reporting Person (See Instructions)  
CO

1.Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).  
Southpoint Capital Advisors LP

2.Check the Appropriate Box if a Member of a Group

(a)   
(b)

3.SEC Use Only

4.Source of Funds WC

5.Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6.Citizenship or Place of Organization  
Delaware

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person  
With

7.Sole Voting Power

8.Shared Voting Power  
200,000,000

9.Sole Dispositive Power

10.Shared Dispositive Power  
200,000,000

11.Aggregate Amount Beneficially Owned by Each Reporting Person  
200,000,000

12.Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13.Percent of Class Represented by Amount in Row (11)  
54.3%

14.Type of Reporting Person (See Instructions)  
PN

1.Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).  
Southpoint GP, LP

2.Check the Appropriate Box if a Member of a Group

(a)   
(b)

3.SEC Use Only

4.Source of Funds WC

5.Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6.Citizenship or Place of Organization  
Delaware

Number of Shares Beneficially Owned by Each Reporting Person With

7.Sole Voting Power

8.Shared Voting Power  
200,000,000

9.Sole Dispositive Power

10.Shared Dispositive Power  
200,000,000

11.Aggregate Amount Beneficially Owned by Each Reporting Person  
200,000,000

12.Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13.Percent of Class Represented by Amount in Row (11)  
54.3%

14.Type of Reporting Person (See Instructions)  
PN

1.Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).  
Southpoint Capital Advisors LLC

2.Check the Appropriate Box if a Member of a Group

(a)   
(b)

3.SEC Use Only

4.Source of Funds WC

5.Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6.Citizenship or Place of Organization  
Delaware

Number of 7.Sole Voting Power  
Shares

Beneficially 8.Shared Voting Power  
Owned by 200,000,000  
Each

9.Sole Dispositive Power

Reporting 10.Shared Dispositive Power  
Person 200,000,000  
With

11.Aggregate Amount Beneficially Owned by Each Reporting Person  
200,000,000

12.Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13.Percent of Class Represented by Amount in Row (11)  
54.3%

14.Type of Reporting Person (See Instructions)  
OO



1.Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).  
Southpoint GP, LLC

2.Check the Appropriate Box if a Member of a Group

(a)   
(b)

3.SEC Use Only

4.Source of Funds WC

5.Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6.Citizenship or Place of Organization  
Delaware

Number of Shares Beneficially Owned by Each Reporting Person With

7.Sole Voting Power

8.Shared Voting Power  
200,000,000

9.Sole Dispositive Power

10.Shared Dispositive Power  
200,000,000

11.Aggregate Amount Beneficially Owned by Each Reporting Person  
200,000,000

12.Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13.Percent of Class Represented by Amount in Row (11)  
54.3%

14.Type of Reporting Person (See Instructions)  
OO

1.Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).

John S. Clark II

2.Check the Appropriate Box if a Member of a Group

(a)

(b)

3.SEC Use Only

4.Source of Funds

WC

5.Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6.Citizenship or Place of Organization

United States

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person  
With

7.Sole Voting Power

8.Shared Voting Power

200,000,000

9.Sole Dispositive Power

10.Shared Dispositive Power

200,000,000

11.Aggregate Amount Beneficially Owned by Each Reporting Person

200,000,000

12.Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13.Percent of Class Represented by Amount in Row (11)

54.3%

14.Type of Reporting Person (See Instructions)

IN

This Amendment No. 5 (this "Amendment") to Schedule 13D relates to shares of common stock (the "Common Stock") of Adherex Technologies Inc., a Canadian corporation (the "Issuer").

This Amendment is being filed to report a change in the amount of Common Stock beneficially owned by the Reporting Persons. This Amendment modifies the original Schedule 13D filed by the Reporting Persons on March 2, 2007.

**Item 5. Interest in Securities of the Issuer**

Item 5 of the Schedule 13D is hereby amended and restated as follows:

(a) The undersigned reporting persons (the "Reporting Persons") beneficially own 200,000,000 shares of Common Stock, which represents 54.3% of the Issuer's outstanding shares of Common Stock, which such percentage was calculated by dividing (i) 200,000,000, the number of shares of Common Stock beneficially owned by the Reporting Persons by (ii) 368,293,451 shares of Common Stock, the number of shares of Common Stock issued and outstanding as reported by the Issuer as of May 24, 2010.

(b) The Reporting Persons have the power to vote and dispose of the 200,000,000 shares of Common Stock held by Southpoint Master Fund, LP (the "Master Fund").

The filing of this statement on Schedule 13D shall not be construed as an admission that any of the Reporting Persons is for the purposes of Section 13(d) or 13(g) of the Securities Exchange Act of 1934, as amended, the beneficial owner of any of the 200,000,000 shares of Common Stock held by the Master Fund. Pursuant to Rule 13d-4, each of the Reporting Persons disclaims all such beneficial ownership.

(c) On June 8, 2010, the Reporting Persons acting through the Master Fund sold 41,504,000 units in a private transaction. The sale price of each unit was CDN\$0.03. Each unit consists of one share of Common Stock and one warrant to purchase one share of Common Stock. The warrants may not be exercised until October 30, 2010, and therefore, pursuant to Rule 13d-3(d)(1)(i), the Reporting Persons have never been deemed to be the beneficial owner of the Common Stock underlying the warrants, and thus the shares underlying the warrants were never reported as owned by the Reporting Persons.

(d) Not applicable.

(e) Not applicable.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

June 10, 2010

SOUTHPOINT MASTER FUND, LP  
By: Southpoint GP, LP, its general partner  
By: Southpoint GP, LLC, its general partner

By: /s/ John S. Clark II  
John S. Clark II, Managing Member

SOUTHPOINT FUND LP  
By: Southpoint GP, LP, its general partner  
By: Southpoint GP, LLC, its general partner

By: /s/ John S. Clark II  
John S. Clark II, Managing Member

SOUTHPOINT QUALIFIED FUND LP  
By: Southpoint GP, LP, its general partner  
By: Southpoint GP, LLC, its general partner

By: /s/ John S. Clark II  
John S. Clark II, Managing Member

SOUTHPOINT OFFSHORE FUND, LTD.  
By: Southpoint Capital Advisors LP, its investment manager  
By: Southpoint Capital Advisors LLC, its general partner

By: /s/ John S. Clark II  
John S. Clark II, Managing Member

SOUTHPOINT CAPITAL ADVISORS LP  
By: Southpoint Capital Advisors LLC,  
its General Partner

By: /s/ John S. Clark II  
John S. Clark II, Managing Member

SOUTHPOINT CAPITAL ADVISORS LLC

By: /s/ John S. Clark II  
John S. Clark II, Managing Member

SOUTHPOINT GP, LP  
By: Southpoint GP, LLC,  
its General Partner

By: /s/ John S. Clark II  
John S. Clark II, Managing Member

SOUTHPOINT GP, LLC

By: /s/ John S. Clark II  
John S. Clark II, Managing Member

JOHN S. CLARK II

By: /s/ John S. Clark II  
John S. Clark II, individually

