OMB APPROVAL

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A

(Rule 13d-101)

Under the Securities Exchange Act of 1934 (Amendment No. 1)*

Adherex Technologies Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

00686R200

(CUSIP Number)

Southpoint Capital Advisors LP 623 Fifth Avenue, Suite 2503 New York, NY 10022 (212) 692-6350

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

- with copies to -

Eliot D. Raffkind Akin Gump Strauss Hauer & Feld LLP 1700 Pacific Avenue, Suite 4100 Dallas, Texas 75201-4618 (214) 969-2800

April 27, 2007

(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. o

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).

_	
CUSIP No. [00686R200

	NAMES	OF RI	EPORTING PERSONS:						
	Southpoint Master Fund, LP								
1	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):								
	20-1158521								
			APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):						
2	(a) o								
	(b) o								
3	SEC US	E ONL	Y:						
3									
4	SOURC	E OF F	FUNDS (SEE INSTRUCTIONS):						
4	00								
_	CHECK	IF DIS	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):						
5	0								
	CITIZE	NSHIP	OR PLACE OF ORGANIZATION:						
6	Cayman	Islands							
			SOLE VOTING POWER:						
NIIME	BER OF	7							
	ARES		SHARED VOTING POWER:						
	ICIALLY	8	C2 255 000						
	ED BY ACH		62,256,000 SOLE DISPOSITIVE POWER:						
REPO	RTING	9							
	RSON ITH		SHARED DISPOSITIVE POWER:						
**	1111	10							
	ACCDE	CATE	62,256,000						
11	AGGRE	GAIL	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:						
	62,256,0								
12	CHECK	IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* (SEE INSTRUCTIONS):						
	0								
13	PERCE	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11):						
13	42.4%								
1.4	TYPE C	F REP	ORTING PERSON* (SEE INSTRUCTIONS):						
14	PN								

^{*}SEE INSTRUCTIONS BEFORE FILLING OUT

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	NAMES	OF RI	EPORTING PERSONS:					
4	Southpo	int Fun	d LP					
1	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):							
	20-1095649 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):							
2								
	(a) o (b) o							
•	SEC US	E ONL	Y:					
3								
4	SOURC	E OF F	UNDS (SEE INSTRUCTIONS):					
4	00							
	CHECK	IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):					
5	0							
_		NSHIP	OR PLACE OF ORGANIZATION:					
6	Delaware							
	Delawar		SOLE VOTING POWER:					
NILIMI	BER OF	7	0					
	ARES		SHARED VOTING POWER:					
	ICIALLY	8	C2 25C 000					
	ED BY CH		62,256,000 SOLE DISPOSITIVE POWER:					
REPO	RTING	9						
	SON ITH		SHARED DISPOSITIVE POWER:					
***		10						
	ACCDE	CATE	62,256,000 AMOUNT BENEFICIALLY OWNED BY EACH DEPORTING DEPSON:					
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:							
	62,256,000							
12	CHECK	IF IH.	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* (SEE INSTRUCTIONS):					
	0							
13	PERCEI	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11):					
	42.4%							
14	TYPE C	F REP	ORTING PERSON * (SEE INSTRUCTIONS):					
 _	PN							

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	NAMES	OF R	EPORTING PERSONS:					
	Southpoint Qualified Fund LP							
1	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):							
	20-1095	583						
			APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):					
2	(a) o							
	(b) o							
3	SEC US	E ONL	.Y:					
	COLIDG							
4	SOURC	E OF F	FUNDS (SEE INSTRUCTIONS):					
	00	TE DI						
5	CHECK	IF DIS	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):					
	0							
6	CITIZE	NSHIP	OR PLACE OF ORGANIZATION:					
	Delawar	e	1					
		7	SOLE VOTING POWER:					
	BER OF	_	0					
	ARES ICIALLY	8	SHARED VOTING POWER:					
OWN	ED BY	•	62,256,000					
	ACH RTING	9	SOLE DISPOSITIVE POWER:					
	RSON		0					
W	ITH	10	SHARED DISPOSITIVE POWER:					
			62,256,000					
11	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:					
	62,256,0							
12	CHECK	IF TH	IE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* (SEE INSTRUCTIONS):					
14	0							
13	PERCE	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11):					
10	42.4%							
14	TYPE C	F REP	PORTING PERSON * (SEE INSTRUCTIONS):					
14	DN							

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	NAMES	OF RI	EPORTING PERSONS:					
	Southpo	int Offs	shore Fund, Ltd.					
1	I.R.S. II	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):						
	CHECK	THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):					
2	(a) o							
	(b) o							
3	SEC US	E ONL	Y:					
3								
4	SOURC	E OF F	UNDS (SEE INSTRUCTIONS):					
4	00							
Г	CHECK	IF DIS	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):					
5	0							
C	CITIZE	NSHIP	OR PLACE OF ORGANIZATION:					
6	Cayman	Island	;					
		7	SOLE VOTING POWER:					
NUME	BER OF	/	0					
	ARES	0	SHARED VOTING POWER:					
	ICIALLY ED BY	8	62,256,000					
	CH	9	SOLE DISPOSITIVE POWER:					
	RTING SON	9	0					
W]	ITH	10	SHARED DISPOSITIVE POWER:					
		10	62,256,000					
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:							
11	62,256,000							
10	CHECK	IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* (SEE INSTRUCTIONS):					
12	0							
10	PERCE	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11):					
13	42.4%							
1.4	TYPE C	F REP	ORTING PERSON * (SEE INSTRUCTIONS):					
14	PN							

CUSIP No.	00686R200

	NAMES	OF RI	EPORTING PERSONS:				
	Southpo	int Cap	ital Advisors LP				
1	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):						
	20-0975	910					
	20-0975910 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):						
2	(a) o						
	(b) o						
3	SEC US	E ONL	Y:				
J							
4	SOURC	E OF F	UNDS (SEE INSTRUCTIONS):				
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L	CHECK	IF DIS	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):				
5	0						
6	CITIZE	NSHIP	OR PLACE OF ORGANIZATION:				
6	Delawar	e					
		7	SOLE VOTING POWER:				
NUME	BER OF		0				
	ARES	0	SHARED VOTING POWER:				
	ICIALLY ED BY	8	62,256,000				
	CH	9	SOLE DISPOSITIVE POWER:				
	RTING RSON	9	0				
W.	ITH	10	SHARED DISPOSITIVE POWER:				
		10	62,256,000				
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:						
11	62,256,000						
10	CHECK	IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* (SEE INSTRUCTIONS):				
12	0						
10	PERCE	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11):				
13	42.4%						
1.4	TYPE C	F REP	ORTING PERSON * (SEE INSTRUCTIONS):				
14	IA PN						

^{*}SEE INSTRUCTIONS BEFORE FILLING OUT

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	NAMES	OF RI	EPORTING PERSONS:				
1	Southpoint GP, LP						
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):						
	20-1095	20-1095514					
			APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):				
2	(2) 0						
	(a) o (b) o						
•	SEC US	SEC USE ONLY:					
3							
4	SOURC	E OF F	UNDS (SEE INSTRUCTIONS):				
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		IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):				
5	0						
		NSHIP	OR PLACE OF ORGANIZATION:				
6	Dolawar	·o					
Delaware SOLE VOTING POWER:							
NII IN AT	BER OF	7	0				
	ARES		SHARED VOTING POWER:				
BENEF	ICIALLY	8					
	ED BY CH		62,256,000 SOLE DISPOSITIVE POWER:				
REPO	RTING	9					
	SON ITH		0 SHARED DISPOSITIVE POWER:				
**		10	SIMILE BISTOSITIVE TOWER.				
	ACCDE	CATE	62,256,000 AMOUNT PENERCIALLY OWNED BY EACH PEROPENIC PERSON.				
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:						
	62,256,0		E A CODEC ATE A MOVINE IN DOW (44) DVCI VIDES CEDITA IN SUA DESS. (CEE INSTRUCTIONS)				
12	CHECK	IF IH.	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* (SEE INSTRUCTIONS):				
	0						
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):						
	42.4%						
14	TYPE OF REPORTING PERSON * (SEE INSTRUCTIONS):						
14	PN						

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	NAMES	OF R	EPORTING PERSONS:			
1	Southpoint Capital Advisors LLC					
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):					
	20-0975	20-0975900				
			APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):			
2	(a) o					
	(b) o					
3	SEC US	SEC USE ONLY:				
<u> </u>						
4	SOURC	E OF F	UNDS (SEE INSTRUCTIONS):			
4	00					
5	CHECK	IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):			
3	0					
C	CITIZE	NSHIP	OR PLACE OF ORGANIZATION:			
6	Delawar	:e				
		7	SOLE VOTING POWER:			
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	ARES	0	SHARED VOTING POWER:			
	ICIALLY ED BY	8	62,256,000			
	CH		SOLE DISPOSITIVE POWER:			
	RTING RSON	9	0			
W.	ITH	4.0	SHARED DISPOSITIVE POWER:			
		10	62,256,000			
44	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:					
11	62,256,000					
40	CHECK	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* (SEE INSTRUCTIONS):				
12	0					
4.5		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):				
13	42.4%					
4 -		F REP	ORTING PERSON * (SEE INSTRUCTIONS):			
14	00					

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	NAMES	OF RI	EPORTING PERSONS:				
1	Southpo	int GP,	LLC				
	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):						
	20-1064	20-1064783					
			APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):				
2	(a) o						
	(b) o						
3	SEC US	SEC USE ONLY:					
3							
4	SOURC	E OF F	UNDS (SEE INSTRUCTIONS):				
4	00						
7	CHECK	IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):				
5	0						
•	CITIZE	CITIZENSHIP OR PLACE OF ORGANIZATION:					
6	United S	United States					
		7	SOLE VOTING POWER:				
NUME	BER OF	/	0				
	ARES	0	SHARED VOTING POWER:				
	ICIALLY 8 ED BY	Ø	62,256,000				
	CH	Λ	SOLE DISPOSITIVE POWER:				
	RTING SON	9	0				
W	ITH	10	SHARED DISPOSITIVE POWER:				
		10	62,256,000				
11	AGGRE	GATE	AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:				
11	62,256,0	000					
4.5	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* (SEE INSTRUCTIONS):						
12	0						
10	PERCE	NT OF	CLASS REPRESENTED BY AMOUNT IN ROW (11):				
13	42.4%						
1.4	TYPE OF REPORTING PERSON * (SEE INSTRUCTIONS):						
14	00						

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	NAMES	OF RI	EPORTING PERSONS:				
	Robert W. Butts						
1	I.R.S. II	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):					
	CHECK	THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):				
2	(a) o						
	(a) 0 (b) o						
3	SEC US	SEC USE ONLY:					
3							
1	SOURC	E OF F	UNDS (SEE INSTRUCTIONS):				
4	00						
Г	CHECK	IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):				
5	0						
C	CITIZE	CITIZENSHIP OR PLACE OF ORGANIZATION:					
6	United States						
SOLE VOTING POWER:							
NUME	BER OF	/	0				
	ARES	0	SHARED VOTING POWER:				
	ICIALLY ED BY	8	62,256,000				
	CH	9	SOLE DISPOSITIVE POWER:				
	RTING SON	9	0				
W]	ITH	10	SHARED DISPOSITIVE POWER:				
		10	62,256,000				
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:						
11	62,256,0	000					
42	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* (SEE INSTRUCTIONS):						
12	0	0					
10	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):						
13	42.4%						
1.4	TYPE OF REPORTING PERSON * (SEE INSTRUCTIONS):						
14	IN						

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	NAMES OF REPORTING PERSONS:						
,	John S. Clark II						
1	I.R.S. II	I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY):					
	CHECK	THE A	APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):				
2	(a) o						
	(b) o						
3	SEC US	SEC USE ONLY:					
4	SOURC	E OF F	UNDS (SEE INSTRUCTIONS):				
	00						
5	CHECK	IF DIS	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e):				
	0						
6	CITIZE	CITIZENSHIP OR PLACE OF ORGANIZATION:					
U	United S	States					
		7	SOLE VOTING POWER:				
NUME	BER OF	,	0				
	ARES ICIALLY	8	SHARED VOTING POWER:				
	ED BY	b	62,256,000				
	CH RTING	9	SOLE DISPOSITIVE POWER:				
	SON	5	0				
W]	ITH	10	SHARED DISPOSITIVE POWER:				
		10	62,256,000				
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:		AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:				
11	62,256,0	000					
12	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* (SEE INSTRUCTIONS):						
14	0						
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):						
13	42.4%						
11	TYPE C	F REP	ORTING PERSON * (SEE INSTRUCTIONS):				
14	IN						

SCHEDULE 13D/A

This Amendment No. 1 to Schedule 13D is being filed by (i) Southpoint Master Fund, LP, a Cayman Islands exempted limited partnership (the "Master Fund"), as the holder of the shares of Common Stock and Warrants; (ii) Southpoint Fund LP, a Delaware limited partnership (the "Fund"); (iii) Southpoint Qualified Fund LP, a Delaware limited partnership (the "Qualified Fund"); (iv) Southpoint Offshore Fund, Ltd., a Cayman Islands exempted company (the "Offshore Fund"); (v) Southpoint GP, LLC ("Southpoint GP LLC"), a Delaware limited liability company; (vi) Southpoint Capital Advisors LP ("Southpoint Advisors"), a Delaware limited partnership; (viii) Southpoint GP, LP ("Southpoint GP"), a Delaware limited partnership; (ix) Robert W. Butts, a citizen of the United States; and (x) John S. Clark II, a citizen of the United States. Robert W. Butts and John S. Clark II are members of each of Southpoint GP LLC and Southpoint CA LLC and limited partners of each of Southpoint Advisors and Southpoint GP. Southpoint GP LLC is the general partner of Southpoint GP. Southpoint GP is the general partner of the Fund, the Qualified Fund and the Master Fund. The Offshore Fund, the Fund, and the Qualified Fund are also general partners of the Master Fund. The persons mentioned in (i), (ii), (iii), (iv), (v), (vi), (viii), (ix), and (x) are referred to herein as the "Reporting Persons".

This Amendment is being filed to report that Mr. Robert W. Butts was elected to the Board of Directors of the Issuer (the "Board") on April 27, 2007. This Amendment amends Item 4 to reflect Mr. Butt's election to the Board.

Item 4. Purpose of the Transaction

On April 27, 2007, Mr. Robert W. Butts was elected to the Board of Directors of the Issuer.

The Reporting Persons have acquired shares of Common Stock and Warrants for portfolio investment purposes The Reporting Persons may acquire additional securities of the Issuer or dispose of securities of the Issuer at any time and from time to time in the open market or otherwise.

Although the foregoing represents the range of activities presently contemplated by the Reporting Persons with respect to the Issuer, it should be noted that the possible activities of the Reporting Persons are subject to change at any time. Except as set forth above, none of the Reporting Persons has any present plans or proposals which relate to, or could result in, any of the matters referred to in paragraphs (a) through (j), inclusive, of the instructions to Item 4 of Schedule 13D. The Reporting Persons may, at any time and from time to time, review or reconsider its position and/or change its purpose and/or formulate plans or proposals with respect thereto.

Signature

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

Dated: June 7, 2007

SOUTHPOINT MASTER FUND, LP

By: Southpoint GP LP, its general partner

By: Southpoint GP, LLC its general partner

By: /s/ Robert W. Butts
Name: Robert W. Butts

Title: Manager

SOUTHPOINT FUND LP

By: Southpoint GP LP, its general partner

By: Southpoint GP, LLC its general partner

By: /s/ Robert W. Butts

Name: Robert W. Butts Title: Manager

SOUTHPOINT QUALIFIED FUND, LP

By: Southpoint GP LP, its general partner

By: Southpoint GP, LLC its general partner

By: /s/ Robert W. Butts

Name: Robert W. Butts
Title: Manager

SOUTHPOINT OFFSHORE FUND, LTD.

By: /s/ Robert W. Butts

Name: Robert W. Butts

Title: Director

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SOUTHPOINT CAPITAL ADVISORS, LP

By: Southpoint Capital Advisors LLC

its general partner

By: /s/ Robert W. Butts

Name: Robert W. Butts
Title: Manager

SOUTHPOINT GP, LP

By: Southpoint GP, LLC

its general partner

By: /s/ Robert W. Butts

Name: Robert W. Butts

Title: Manager

SOUTHPOINT CAPITAL ADVISORS, LLC

By: /s/ Robert W. Butts

Name: Robert W. Butts Title: Manager

SOUTHPOINT GP, LLC

By: /s/ Robert W. Butts

Name: Robert W. Butts
Title: Manager

/s/ Robert W. Butts

Robert W. Butts

/s/ John S. Clark II

John S. Clark II

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