

RULE 424(b)(3)  
FILE NO. 33-95732  
SHEFFIELD PHARMACEUTICALS, INC.

SUPPLEMENT NO. 1 DATED MAY 4, 1999  
TO PROSPECTUS DATED SEPTEMBER 6, 1995

As a result of adjustments in the number of shares issuable upon exercise of warrants held by certain Selling Stockholders in accordance with applicable anti-dilution provisions and the transfer of certain options, the cover page of the Prospectus dated September 6, 1995 (the "Prospectus") and the table of Selling Stockholders in the Selling Stockholders section of the Prospectus are hereby supplemented and amended as follows:

- (a) The cover page of the Prospectus is amended to provide that the total number of shares of Common Stock being offered by Selling Stockholders has been reduced from 5,102,724 shares to 1,756,725 shares.
- (b) The Selling Stockholders table on page 12 of the Prospectus is amended and restated in its entirety as follows:

<TABLE>  
<CAPTION>

NAME(1) -----	Shares Beneficially Owned Prior to Offering(1)(2) -----		Shares to be Sold in Offering -----	Shares Beneficially Owned After Offering(3) -----	
	NUMBER -----	PERCENT -----	NUMBER -----	NUMBER -----	PERCENT -----
<S>	<C>	<C>	<C>	<C>	<C>
SMT Investment Partnership	191,000(4)	*	191,000	0	---
The Fort Hill Group, Inc.	30,000(5)	*	30,000	0	---
Global Equities	37,500(6)	*	37,500	0	---
Kerry Nagle	45,000(7)	*	45,000	0	---
Chan Koo Chung	15,000(8)	*	15,000	0	---
Monica Koechin	400,000(9)	1.5%	400,000	0	---
John Casey	18,750(10)	*	18,750	0	---
Lommen Family Trust	12,000(11)	*	12,000	0	---
Kelly Family Trust	10,500(12)	*	10,500	0	---
Larry Peery	4,500(13)	*	4,500	0	---
John P. Boesel	58,125(14)	*	58,125	0	---
George D. Anderson	18,750(15)	*	18,750	0	---
Gabiano, Inc.	12,000(16)	*	12,000	0	---
Schlegel Investment Co. Money Investment Plan	15,000(17)	*	15,000	0	---
Keith V. Denner	15,000(18)	*	15,000	0	---
Gloria Iorio	9,600(19)	*	9,600	0	---
Thomas R. Reardon	15,000(20)	*	15,000	0	---
Eugene J. O'Neill	24,000(21)	*	24,000	0	---
XPER International Ltd.	10,000(22)	*	10,000	0	---
Global Gestion	196,000(23)	*	196,000	0	---

</TABLE>

<TABLE>  
<CAPTION>

	Shares Beneficially Owned Prior to Offering(1)(2) -----		Shares to be Sold in Offering -----	Shares Beneficially Owned After Offering(3) -----	
	NUMBER -----	PERCENT -----	NUMBER -----	NUMBER -----	PERCENT -----

<S>	<C>	<C>	<C>	<C>	<C>
Arab Petroleum Investment Corp.	500,000(24)	1.8%	500,000	0	---
Edward C. Rubatino	12,500(25)	*	12,500	0	---
JDW Irrevocable Trust	25,000(26)	*	25,000	0	---
John G. Cage	14,000(27)	*	14,000	0	---
Karen Blandini	5,000(28)	*	5,000	0	---
Kossert Enterprises	12,500(29)	*	12,500	0	---
Les Schultz	25,000(30)	*	25,000	0	---
Ward T. Bell	5,000(31)	*	5,000	0	---
John Schroeder	17,500(32)	*	17,500	0	---
James Allen	2,500(33)	*	2,500	0	---
Al Yee	2,500(33)	*	2,500	0	---
James Desmond	13,700(34)	*	13,700	0	---

</TABLE>

\* Less than 1%.

- (1) The persons named in the table, to the Company's knowledge, have sole voting and investment power with respect to all shares shown as beneficially owned by them, subject to community property laws where applicable and the information contained in the footnotes hereunder.
- (2) Determined in accordance with Rule 13-3(d) of the Exchange Act of 1934.
- (3) Assumes all shares of Common Stock offered hereby are sold pursuant to the registration statement of which the prospectus constitutes a part.
- (4) Represents shares issuable upon exercise of stock purchase warrants. SMT has the right upon exercise of warrant issued by the Company to SMT, to acquire up to 191,000 shares of Common Stock.
- (5) Represents shares issuable upon exercise of certain stock purchase warrants. The Fort Hill Group, Inc. is a former financial advisor to the Company.
- (6) Includes 32,500 shares issuable upon exercise of certain stock purchase warrants.
- (7) Includes 15,000 shares of Common Stock issuable upon exercise of PP Unit Warrants.
- (8) Includes 5,000 shares of Common Stock issuable upon exercise of PP Unit Warrants.
- (9) Includes (i) 10,000 shares of Common Stock issuable upon exercise of PP Unit Warrants, (ii) 35,000 shares of Common Stock issuable upon exercise of PP II Unit Warrants and (iii) 100,000 shares issuable upon exercise of certain stock options.
- (10) Includes 6,250 shares of Common Stock issuable upon exercise of PP Unit Warrants.
- (11) Includes 4,000 shares of Common Stock issuable upon exercise of PP Unit Warrants.
- (12) Includes 3,500 shares of Common Stock issuable upon exercise of PP Unit Warrants.

(FOOTNOTES CONTINUED ON NEXT PAGE)

- (13) Includes 1,500 shares of Common Stock issuable upon exercise of PP Unit

Warrants.

- (14) Includes (i) 3,125 shares of Common Stock issuable upon exercise of PP Unit Warrants and, (ii) 25,000 shares of Common Stock issuable upon exercise of certain stock options.
- (15) Includes 6,250 shares of Common Stock issuable upon exercise of PP Unit Warrants.
- (16) Includes 4,000 shares of Common Stock issuable upon exercise of PP Unit Warrants.
- (17) Includes 5,000 shares of Common Stock issuable upon exercise of PP Unit Warrants.
- (18) Includes 5,000 shares of Common Stock issuable upon exercise of PP Unit Warrants.
- (19) Includes 3,200 shares of Common Stock issuable upon exercise of PP Unit Warrants.
- (20) Includes 5,000 shares of Common Stock issuable upon exercise of PP Unit Warrants.
- (21) Includes 8,000 shares of Common Stock issuable upon exercise of PP Unit Warrants.
- (22) Includes 5,000 shares of Common Stock issuable upon exercise of PP Unit Warrants.
- (23) Includes (i) 32,000 shares of Common Stock issuable upon exercise of PP Unit Warrants and (ii) 50,000 shares of Common Stock issuable upon exercise of PP II Unit Warrants.
- (24) Includes 250,000 shares of Common Stock issuable upon exercise of PP II Unit Warrants.
- (25) Includes 6,250 shares of Common Stock issuable upon exercise of PP II Unit Warrants.
- (26) Represents 12,500 shares of Common Stock issuable upon exercise of PP II Unit Warrants.
- (27) Includes 7,000 shares of Common Stock issuable upon exercise of PP II Unit Warrants.
- (28) Includes 2,500 shares of Common Stock issuable upon exercise of PP II Unit Warrants.
- (29) Includes 6,250 shares of Common Stock issuable upon exercise of PP II Unit Warrants.
- (30) Includes 12,500 shares of Common Stock issuable upon exercise of PP II Unit Warrants.
- (31) Includes 2,500 shares of Common Stock issuable upon exercise of PP II Unit Warrants.
- (32) Includes 12,500 shares of Common Stock issuable upon exercise of certain stock purchase options.
- (33) Represents shares of Common Stock issuable upon exercise of certain stock purchase options.
- (34) Includes 2,500 shares of Common Stock issuable upon exercise of certain stock purchase options.