

NEOSE TECHNOLOGIES INC  
Form 8-K  
May 19, 2004

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**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 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): May 17, 2004**

**Neose Technologies, Inc.**

(Exact name of issuer as specified in charter)

**DELAWARE**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**0-27718**  
(Commission file number)

**13-3549286**  
(I.R.S. Employer  
Identification Number)

**102 Witmer Road,  
Horsham, Pennsylvania 19044**  
(Address of principal executive offices)

**(215) 315-9000**  
(Registrant's telephone number, including area code)

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**Item 5 -Other Events.**

On June 26, 2003, the Securities and Exchange Commission (the Commission ) declared effective the Registration Statement on Form S-3 (File No. 333-106327) (the Registration Statement ) of Neose Technologies, Inc. (the Company ), which permits the Company to issue up to an aggregate of \$75,000,000 of common stock. The prospectus dated June 26, 2003 included in the Registration Statement is referred to as the Prospectus .

On May 18, 2004, the Company issued a press release announcing that it had entered into an agreement to sell on an agency basis up to 5,000,000 shares of the Company s common stock at a price to the public of \$6.77 per share (the Shares ). J.P. Morgan Securities Inc. and UBS Securities LLC are acting as lead placement agent and co-placement agent, respectively, in connection with the offering of the Shares. A copy of the press release is attached to this Current Report on Form 8-K as Exhibit 99.1 and is incorporated herein by reference.

The Company filed with the Commission on May 18, 2004 the Prospectus, together with a supplement to the Prospectus, dated May 17, 2004, relating to the issuance and sale of the Shares. In connection with the filing of the Prospectus and Prospectus Supplement with the Commission and the offering of the Shares, the Company is filing the Placement Agent Agreement relating thereto and a legal opinion of Pepper Hamilton LLP relating to the Shares as part of this Current Report on Form 8-K as Exhibits 99.2 and 5.1, respectively.

**Item 7 Financial Statements, Pro Forma Financial Information and Exhibits.**

- (a) Financial Statements of Businesses Acquired: None
- (b) Pro Forma Financial Information: None
- (c) Exhibits: Reference is made to the Exhibit Index annexed hereto and made a part hereof.

**Signatures**

Pursuant to the requirements of the Securities and Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

Date: May 18, 2004

**NEOSE TECHNOLOGIES, INC.**

By:   /s/ C. BOYD CLARKE  

**C. Boyd Clarke**  
**President and Chief Executive Officer**

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**Index to Exhibits**

<b>Exhibit No.</b>	<b>Description</b>
Exhibit 5.1	Opinion of Pepper Hamilton LLP
Exhibit 23.1	Consent of Pepper Hamilton LLP (included in Exhibit 5.1)
Exhibit 99.1	Press Release dated May 18, 2004
Exhibit 99.2	Placement Agent Agreement dated May 17, 2004, by and among Neose Technologies, Inc., J.P. Morgan Securities Inc. and UBS Securities LLC