

NORTHFIELD LABORATORIES INC /DE/

Form 8-K

June 16, 2006

**UNITED STATES
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): **June 12, 2006**

NORTHFIELD LABORATORIES INC.

(Exact Name of Registrant as Specified in Charter)

Delaware

(State or Other Jurisdiction of
Incorporation)

000-24050

(Commission File Number)

36-3378733

(IRS Employer
Identification No.)

**1560 Sherman Avenue
Suite 1000**

Evanston, Illinois 60201-4800

(Address of Principal Executive Offices and Zip Code)

(847) 864-3500

(Registrant's Telephone Number, Including Area Code)

Not Applicable

(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 communications 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 June 12, 2006, Northfield Laboratories Inc., a Delaware corporation (the Company), entered into an agreement to purchase the building the Company currently occupies as lessee in Mt. Prospect, Illinois. The purchase price for the 106,000 square foot property was \$6.7 million, payable in cash at closing. The transaction is scheduled to close in late June, 2006, subject to customary terms and conditions.

The Company plans to use the property for its first planned commercial facility for the manufacture of PolyHeme®, the Company's human hemoglobin-based oxygen carrier, as well as to house laboratory, quality and administrative personnel.

Item 9.01. Financial Statements and Exhibits.

(c) *Exhibits.*

| <u>Exhibit</u> <u>No.</u> | <u>Description</u> |
|------------------------------|-----------------------------------|
| 99.1 | Press Release dated June 16, 2006 |

SIGNATURES

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: June 16, 2006

NORTHFIELD LABORATORIES INC.

By: /s/ Jack J. Kogut
Jack J. Kogut
Senior Vice President and
Chief Financial Officer

EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Description</u> |
|---------------------------|-----------------------------------|
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