

NEOSE TECHNOLOGIES INC
Form 8-K
March 03, 2009

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): **March 2, 2009**

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 Rock Road, Horsham, Pennsylvania
(Address of Principal Executive Offices)

19044
(Zip Code)

(215) 315-9000

(Registrant's Telephone Number, Including Area Code)

(Former Name or Former Address, if Changed Since Last Report)

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Check the appropriate box below if the Form 8-K 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

 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act

 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act

 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act
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Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On March 3, 2009, Neose Technologies, Inc. (the Company) filed a Form 25 with the Securities and Exchange Commission (the SEC) to delist its common stock (the Stock) from the NASDAQ Global Market. Trading in the Stock was suspended by the NASDAQ Stock Market effective at the open of business on March 3, 2009, with official delisting of the Stock effective ten days thereafter, on March 13, 2009.

A copy of the press release issued by the Company with respect to this matter is attached hereto as Exhibit 99.1.

Item 8.01. Other Events.

On March 2, 2009, the Company filed a Certificate of Dissolution with the Secretary of State of the State of Delaware (the Certificate of Dissolution). The Certificate of Dissolution became effective at 9:00 p.m. Eastern Standard Time on March 2, 2009 and provides for the dissolution of the Company under the Delaware General Corporation Law. In addition, on such date, the Company closed its stock transfer books and discontinued recording, on its stock transfer books, transfers of the Stock occurring after such date.

A copy of the press release issued by the Company with respect to this matter is attached hereto as Exhibit 99.2.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits: The Exhibit Index annexed hereto is incorporated herein by reference.

Signatures

Pursuant to the requirements of the Securities and Exchange Act of 1934, the Company has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned, hereunto duly authorized.

NEOSE TECHNOLOGIES, INC.

Date: March 3, 2009

By:

/s/ A. Brian Davis

A. Brian Davis

Senior Vice President and Chief Financial Officer

Exhibit Index

| Exhibit No. | Description |
|--------------------|-----------------------------------|
| 99.1 | Press Release dated March 3, 2009 |
| 99.2 | Press Release dated March 2, 2009 |