

VIACELL INC  
Form 8-K  
February 23, 2006

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 8-K  
CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(D) OF THE  
THE SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): February 23, 2006  
**VIACELL, INC.**

(Exact name of registrant as specified in its charter)

Delaware

000-51110

04-3244816

(State or other jurisdiction of  
of incorporation or organization)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

245 First Street, Cambridge, Massachusetts 02142

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (617) 914-3400

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 (*see* General Instruction A.2. below):

- .. 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 2.02. Results of Operations and Financial Condition

Item 9.01 Financial Statements and Exhibits.

SIGNATURE

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EX-99.1 PRESS RELEASE DATED FEBRUARY 23, 2006

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Item 2.02. Results of Operations and Financial Condition

On February 23, 2006, ViaCell, Inc. issued a press release relating to its results of operations and financial condition for the fourth quarter and year ended December 31, 2005. A copy of the press release is furnished as Exhibit 99.1 to this Form 8-K.

The information furnished herewith pursuant to Item 2.02 of this Current Report shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities of that section, and shall not be incorporated by reference into any registration statement or other document under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press release issued by ViaCell dated February 23, 2006.

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SIGNATURE

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.

VIACELL, INC.

Date: February 23, 2006

By: /s/ ANNE MARIE COOK

Name: Anne Marie Cook

Title: Senior Vice President,  
Legal and General Counsel

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EXHIBIT INDEX

The following exhibit is filed herewith:

<u>Exhibit</u>	<u>Description</u>
99.1	Press release issued by ViaCell, Inc. ( ViaCell ) on February 23, 2006 announcing its results of operations and financial condition for the fourth quarter and year ended December 31, 2005. A copy of the press release is furnished as Exhibit 99.1 to this Form 8-K.