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AVANT IMMUNOTHERAPEUTICS INC

Form 8-K

February 23, 2004

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):
FEBRUARY 13, 2004

AVANT IMMUNOTHERAPEUTICS, INC.
(Exact name of registrant as specified in charter)

DELAWARE	0-15006	13-3191702
(State or other jurisdiction of incorporation)	(Commission file number)	(IRS employer identification no.)

119 FOURTH AVENUE
NEEDHAM, MASSACHUSETTS 02494-2725
(Address of principal executive offices) (Zip code)

Registrant's telephone number, including area code:
(781) 433-0771

ITEM 5. OTHER EVENTS.

On February 13, 2004, AVANT Immunotherapeutics, Inc. announced a public offering of 8,965,000 shares of its common stock to institutional investors at a price of \$2.75 per share for gross proceeds of approximately \$25 million. The shares were offered directly to selected institutional investors under a shelf registration statement filed by AVANT in November 2003. The transactions contemplated were closed and the stock was issued to investors on February 19, 2004 and February 20, 2004.

AVANT expects to receive net proceeds from the financing of approximately \$23.1 million after deducting placement agents' fees and estimated expenses associated with the offering. Roth Capital Partners, LLC and William Blair & Company, L.L.C. served as co-exclusive placement agents for the transaction.

A copy of the Placement Agent Agreement between AVANT, Roth Capital and William Blair, dated as of February 13, 2004, the related Pricing Agreement and the press release related to the offering are attached as Exhibits 1.1, 1.2 and 99.1 to this current report on Form 8-K and are incorporated herein by reference.

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ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

(c) Exhibits:

- 1.1 Placement Agency Agreement, dated as of February 13, 2004, by and between AVANT and Roth Capital Partners, LLC and William Blair & Company, L.L.C.
- 1.2 Pricing Agreement, dated as of February 13, 2004, by and between AVANT and Roth Capital Partners, LLC and William Blair & Company, L.L.C.
- 99.1 Press Release issued February 13, 2004 by AVANT

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.

AVANT IMMUNOTHERAPEUTICS, INC.

Date: February 23, 2004

By: /s/ Avery W. Catlin

Avery W. Catlin
Senior Vice President and
Chief Financial Officer

EXHIBIT INDEX

EXHIBIT NO. -----	DESCRIPTION -----
1.1	Placement Agency Agreement, dated as of February 13, 2004, by and between AVANT and Roth Capital Partners, LLC and William Blair & Company, L.L.C.
1.2	Pricing Agreement, dated as of February 13, 2004, by and between AVANT and Roth Capital Partners, LLC and William Blair & Company, L.L.C.
99.1	Press Release issued February 13, 2004 by AVANT