

BIOSANTE PHARMACEUTICALS INC

Form 8-K/A

September 19, 2003

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K/A

Current Report

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):

August 4, 2003

BIOSANTE PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or Other Jurisdiction of
Incorporation)

0-28637

(Commission File Number)

58-2301143

(I.R.S. Employer Identification
Number)

**111 Barclay Boulevard
Lincolnshire, Illinois**

(Address of Principal Executive Offices)

60069

(Zip Code)

(847) 478-0500

(Registrant's Telephone Number, Including Area Code)

N/A

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

Item 5. Other Events

On August 6, 2003, BioSante Pharmaceuticals, Inc. issued a press release, a copy of which is attached hereto, announcing the completion of a private placement of an aggregate of 4,791,982 shares of its common stock and warrants to purchase an aggregate of 2,395,993 shares of its common stock, at a purchase price of \$2.15 per unit, or an aggregate purchase price of \$10,302,763.80. The units were sold to accredited investors, including certain existing stockholders, directors and officers of BioSante. Each unit sold consists of one share of common stock and a warrant to purchase 0.50 shares of common stock, at an exercise price of \$2.15 per share. As compensation to its placement agent, BioSante also issued warrants to purchase 371,373 shares of common stock, at an exercise price of \$2.15 per share. BioSante granted the investors and its placement agent demand and piggyback registration rights with respect to the shares of its common stock issued and the shares issuable upon exercise of the warrants. In addition, BioSante agreed to register the resale of these shares on a registration statement filed with the Securities and Exchange Commission under the Securities Act of 1933.

After the completion of this private placement and including the net proceeds to BioSante of approximately \$9.7 million from the private placement, BioSante's stockholders' equity increased to approximately \$11.3 million.

Item 7. Financial Statements and Exhibits.

(a) Financial Statements of Businesses Acquired.

Not Applicable

(b) Pro Forma Financial Information.

Not Applicable

(c) Exhibits.

| Exhibit No. | Description |
|--------------------|--|
| Ex. 10.1 | Common Stock and Warrant Purchase Agreement dated August 4, 2003 between BioSante Pharmaceuticals, Inc. and the purchasers listed on Schedule 1 attached thereto (previously filed). |
| Ex. 10.2 | Form of Warrant dated August 4, 2003 (previously filed). |

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- Ex. 10.3 Investor Rights Agreement dated August 4, 2003 between BioSante Pharmaceuticals, Inc. and the purchasers listed on Schedule 1 attached to the Common Stock and Warrant Purchase Agreement (previously filed).
- Ex. 99.1 Press Release dated August 6, 2003 (previously filed).

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.

BIOSANTE PHARMACEUTICALS, INC.

By: */s/ Phillip B. Donenberg*
Phillip B. Donenberg
Chief Financial Officer, Treasurer and Secretary

Dated: September 19, 2003

BIOSANTE PHARMACEUTICALS, INC.

FORM 8-K

Exhibit Index

| Exhibit No. | Description | Method of Filing |
|--------------------|--|-------------------------|
| 10.1 | Common Stock and Warrant Purchase Agreement dated August 4, 2003 between BioSante Pharmaecuticals, Inc. and the purchasers listed on schedule 1 thereto. | Previously Filed |
| 10.2 | Form of Warrant dated August 4, 2003. | Previously Filed |
| 10.3 | Investor Rights Agreement dated August 4, 2003 between BioSante Pharmaceuticals, Inc. and the purchasers listed on Schedule 1 attached to the Common Stock and Warrant Purchase Agreement. | Previously Filed |
| 99.1 | Press Release of BioSante Pharmaceuticals, Inc. issued August 6, 2003. | Previously Filed |