

AVANT IMMUNOTHERAPEUTICS INC

Form 8-K

November 12, 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)

**November 5, 2004**

**AVANT Immunotherapeutics, Inc.**

(Exact name of registrant as specified in charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**1-15629**  
(Commission file number)

**13-3191702**  
(IRS employer  
identification no.)

**119 Fourth Avenue**  
**Needham, MA 02494-2725**

(Address of principal executive offices) (Zip code)

**(781) 433-0771**

Registrant's telephone number, including area code

Edgar Filing: AVANT IMMUNOTHERAPEUTICS INC - Form 8-K

N/A

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

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

**Item 1.01. Entry into a Material Definitive Agreement.**

On November 5, 2004 the Board of Directors of AVANT Immunotherapeutics, Inc. (the Company ) approved the Restricted Stock Unit Agreement under the AVANT Immunotherapeutics, Inc. 1999 Stock Option and Incentive Plan for Una S. Ryan, Ph.D, the Company's President and Chief Executive Officer (the Restricted Stock Agreement ). Under the Restricted Stock Agreement the Company has granted Ms. Ryan 400,000 Restricted Stock Units. Each such Restricted Stock Unit shall relate to one share of Common Stock, par value \$.001 per share of the Company. The Restricted Stock Units shall vest in four annual installments of 100,000 Restricted Stock Units beginning on September 23, 2005, provided however that Ms. Ryan is then, and since the Grant date has continuously been, employed by the Company or its subsidiaries.

Item 9.01. Financial Statements and Exhibits.

Exhibit 10.1 - Form of Restricted Stock Unit Agreement under the AVANT Immunotherapeutics, Inc. 1999 Stock Option and Incentive Plan

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.

AVANT IMMUNOTHERAPEUTICS, INC.

Date: November 12, 2004

By: /s/ Una S. Ryan  
Name: Una S. Ryan, Ph.D  
Title: President and Chief Executive Officer

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
Exhibit 10.1 -	Form of Restricted Stock Unit Agreement under the AVANT Immunotherapeutics, Inc. 1999 Stock Option and Incentive Plan