

Edgar Filing: MANHATTAN PHARMACEUTICALS INC - Form 10QSB/A

MANHATTAN PHARMACEUTICALS INC  
Form 10QSB/A  
March 12, 2004

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

AMENDMENT NO. 2 TO

FORM 10-QSB/A

QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934

For the quarterly period ended March 31, 2003

OR

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 0-27282

MANHATTAN PHARMACEUTICALS, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware 36-3898269  
(State or other jurisdiction of (I.R.S. Employer Identification No.)  
incorporation or organization)

787 Seventh Avenue, 48th Floor, New York, New York 10019  
(Address of principal executive offices)

(212) 554-4525  
(Issuer's telephone number)

(Former Name, Former Address and Former Fiscal Year,  
if Changed Since Last Report)

Check whether the issuer: (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the issuer was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

As of March 11, 2004, there were 26,731,033 shares of the issuer's common stock, \$.001 par value, outstanding.

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INTRODUCTORY NOTE

This Amendment No. 2 to the Quarterly Report on Form 10-QSB (the "10-QSB/A") for Manhattan Pharmaceuticals, Inc. (the "Company") for the quarter ended March 31, 2003, as originally filed with the Securities and Exchange Commission ("SEC") on May 15, 2003, is being filed solely for the purpose of amending Exhibit 10.6 thereto and correcting the exhibit index accordingly. The

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amendment to Exhibit 10.6 is based upon the SEC's review of the Company's confidentiality treatment request previously filed with respect to such exhibit.

This 10-QSB/A does not reflect events occurring after the filing of the original Form 10-QSB or Amendment No. 1 thereto filed on August 11, 2003, or modify or update the disclosures therein in any way other than as required to reflect the amendment set forth above. The filing of this Form 10-QSB/A shall not be deemed an admission that the original filing, when made, included any untrue statement of a material fact or omitted to state a material fact necessary to make a statement not misleading.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits

Exhibit No. -----	Description -----
3.1	Certificate of incorporation, as amended through February 21, 2003 (incorporated by reference to the same exhibit number to the Registrant's Annual Report on Form 10-KSB for the year ended December 31, 2002).*
4.1	Form of warrant issued by Manhattan Research Development, Inc., which automatically converted into warrants to purchase shares of the Registrant's common stock upon the merger transaction with such company.*
10.1	Third Amendment to Employment Agreement dated February 21, 2003 between the Registrant and Frederic. P. Zotos.*
10.2	Third Amendment to Employment Agreement dated February 21, 2003 between the Registrant and A. Joseph Rudick.*
10.3	Second Amendment to Employment Agreement dated February 21, 2003 between the Registrant and Nicholas J. Rossettos.*
10.4	Employment Agreement dated January 2, 2003, between Manhattan Research Development, Inc. and Leonard Firestone, as assigned to the Registrant effective as of February 21, 2003.*
10.5	Employment Agreement dated February 28, 2003, between the Registrant and Nicholas J. Rossettos.*
10.6	License Agreement dated on or about February 28, 2002 between Manhattan Research Development, Inc. (f/k/a Manhattan Pharmaceuticals, Inc.) and Oleoyl-Estrone Developments SL.**
99.1	Certifications of Chief Executive and Chief Financial Officer.*

\* As previously filed.

\*\* Filed herewith.

SIGNATURES

In accordance with the requirements of the Exchange Act of 1934, the

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registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

MANHATTAN PHARMACEUTICALS, INC.

Date: March 11, 2004

By: /s/ Leonard Firestone

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Leonard Firestone  
President and Chief Executive Officer

Date: March 11, 2004

By: /s/ Nicholas J. Rossettos

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Nicholas J. Rossettos  
Chief Financial Officer

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EXHIBIT INDEX

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