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NORTHFIELD LABORATORIES INC /DE/

Form 8-K

May 14, 2004

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 8-K

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

May 12, 2004

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(Date of Report; Date of Earliest Event Reported)

Northfield Laboratories Inc.

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(Exact Name of Registrant as Specified in its Charter)

Delaware

000-24050

36-3378733

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(State or Other Jurisdiction  
of Incorporation)

-----  
(Commission File Number)

-----  
(IRS Employer  
Identification Number)

1560 Sherman Avenue  
Suite 1000  
Evanston, Illinois 60201-4800

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(Address of Principal Executive Offices)

(847) 864-3500

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(Registrant's Telephone Number, Including Area Code)

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

Item 5. Other Events and Required FD Disclosure.

On May 13, 2004, Northfield Laboratories Inc. announced that it has obtained commitments from institutional investors to purchase approximately \$23.4 million of its common stock in a registered direct offering. The exhibits filed herewith relate to the Registration Statement on Form S-3 filed with the Securities and Exchange Commission by the Company on June 27, 2003 (SEC File No. 333-106615), as supplemented by the Prospectus Supplement filed pursuant to Rule 424(b)(2) on May 13, 2004. A copy of the Company's press release announcing this offering is attached as Exhibit 99.1.

Item 7. Financial Statements, Pro Forma Information and Exhibits.

(c) Exhibits.

Exhibit 1.1 - Placement Agent Agreement dated May 12, 2004 between  
Northfield Laboratories Inc. and SG Cowen & Co., LLC.

Exhibit 4.1 - Placement Agent's Warrant.

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Exhibit 5.1 - Opinion of Baker & McKenzie.

Exhibit 23.1 - Consent of Baker & McKenzie (contained in their opinion filed as Exhibit 5.1).

Exhibit 99.1 - Press Release, dated May 13, 2004.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, Northfield has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: May 14, 2004

NORTHFIELD LABORATORIES INC.

By /s/ Jack J. Kogut

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Jack J. Kogut  
Senior Vice President and Chief Financial  
Officer