

ATHEROGENICS INC
Form 8-K
September 11, 2008

**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): September 9, 2008
ATHEROGENICS, INC.**

(Exact Name of Registrant as Specified in its Charter)

Georgia

(State or other jurisdiction
of incorporation)

0-31261

(Commission
File Number)

58-2108232

(I.R.S. Employer
Identification Number)

**8995 Westside Parkway
Alpharetta, GA 30004**

(Address of principal executive offices)

Registrant's telephone number, including area code **(678) 336-2500**

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):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b) On September 10, 2008, AtheroGenics, Inc. (the Company) announced a restructuring of its Board of Directors. In the restructuring, David Bearman, T. Forcht Dagi, M.D., Arthur M. Pappas and William A. Scott, Ph.D. resigned from the Company s Board of Directors and their respective committee appointments effective as of September 9, 2008. None of these resignations involved a disagreement with the Company.

A copy of the press release announcing the restructuring of the Board is attached to this current report on Form 8-K as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

The following exhibits are filed with this current report on Form 8-K.

| Exhibit No. | Description |
|-------------|---|
| 99.1 | Press Release, dated September 10, 2008 |

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.

ATHEROGENICS, INC.

Date: September 10, 2008

By: /s/ Mark P. Colonnese
Mark P. Colonnese
Executive Vice President, Commercial
Operations
and Chief Financial Officer

Exhibit Index

| Exhibit No. | Description |
|-------------|---|
| 99.1 | Press Release, dated September 10, 2008 |