

NEOSE TECHNOLOGIES INC
Form 8-K
February 20, 2009

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): **February 20, 2009**

Neose Technologies, Inc.

(Exact Name of Issuer as Specified in Charter)

Delaware

(State or Other Jurisdiction of
Incorporation or Organization)

0-27718

(Commission File Number)

13-3549286

(I.R.S. Employer Identification
Number)

102 Rock Road, Horsham, Pennsylvania
(Address of Principal Executive Offices)

19044
(Zip Code)

(215) 315-9000

(Registrant's Telephone Number, Including Area Code)

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

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Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act
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Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On February 20, 2009, Neose Technologies, Inc. (the Company) notified the NASDAQ Stock Market (NASDAQ) of its intent to delist its common stock (the Stock) from the NASDAQ Global Market. The Company currently anticipates that on March 3, 2009 it will file with the Securities and Exchange Commission (the SEC) and NASDAQ a Form 25 relating to the delisting of the Stock. The Company expects that trading in the Stock will be suspended by NASDAQ effective at the open of business on March 3, 2009, with official delisting of the Stock effective ten days thereafter, on March 13, 2009.

A copy of the press release issued by the Company with respect to this matter is attached hereto as Exhibit 99.1.

Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995. Statements in this press release regarding our business that are not historical facts are forward-looking statements that involve risks and uncertainties. Among those risks and uncertainties are: the risk that the Company will not file a Form 25 with the SEC on March 3, 2009 or at any time thereafter, as well as more specific risks and uncertainties set forth in the sections of the Company's Annual Report on Form 10-K for the year ended December 31, 2007, as amended, entitled Risk Factors and Special Note Regarding Forward-Looking Statements, and discussions of risk factors in the Company's subsequent SEC filings. Any of these risks and uncertainties could cause the Company's actual results to differ from those contained in the forward-looking statements.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits: The Exhibit Index annexed hereto is incorporated herein by reference.

Signatures

Pursuant to the requirements of the Securities and Exchange Act of 1934, the Company has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned, hereunto duly authorized.

NEOSE TECHNOLOGIES, INC.

Date: February 20, 2009

By:

/s/ A. Brian Davis

A. Brian Davis

Senior Vice President and Chief Financial Officer

Exhibit Index

Exhibit No.		Description
99.1	Press Release dated February 20, 2009	