

EMISPHERE TECHNOLOGIES INC
Form 8-K
January 18, 2006

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):

January 17, 2006

Emisphere Technologies, Inc.

(Exact name of registrant as specified in its charter)

Delaware

1-10615

13-3306985

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

765 Old Saw Mill River Road, Tarrytown, New
York

10591

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

914-347-2220

Not Applicable

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:

- 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))

Top of the Form

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

At the special stockholders' meeting held on January 17, 2006, the stockholders of Emisphere Technologies, Inc. (the "Company") approved the Amended and Restated Certificate of Incorporation as filed with the Proxy Statement on December 8, 2005.

Item 8.01 Other Events.

At the special stockholders' meeting held on January 17, 2006, the stockholders of the Company approved the exchange of the seven-year 11% senior secured loan issued by the Company to affiliated funds of MHR Fund Management LLC ("MHR") for an 11% senior secured convertible note and the subsequent issuance of the shares of the Company's common stock underlying the convertible note. MHR has the right, but not the obligation, to effect an exchange of the loan for the convertible note. MHR is the Company's largest shareholder, currently owning approximately 14% of its outstanding shares.

Item 9.01 Financial Statements and Exhibits.

Exhibits

(c)

Exhibit 99.1 - Press Release of Emisphere Technologies, Inc., dated January 17, 2006

Top of the Form

SIGNATURES

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.

Emisphere Technologies, Inc.

January 18, 2006

By: *Elliot Maza*

Name: Elliot Maza
Title: Chief Financial Officer

Top of the Form

Exhibit Index

Exhibit No.	Description
99.1	Press Release of Emisphere Technologies, Inc., dated January 17, 2006