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CYTOGEN CORP
Form 8-K
November 07, 2003

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): November 6, 2003

CYTOGEN CORPORATION

(Exact Name of Registrant as Specified in Charter)

Delaware	000-14879	222322400
----- (State or Other Jurisdiction of Incorporation)	----- (Commission File Number)	----- (I.R.S. Employer Identification No.)
650 College Road East, CN 5308, Suite 3100, Princeton, NJ		08540
----- (Address of Principal Executive Offices)		----- (Zip Code)

Registrant's telephone number, including area code: (609) 750-8200

ITEM 5. OTHER EVENTS.

On October 29, 2003, Cytogen Corporation, a Delaware corporation (the "Company") filed a registration statement (File No. 333-110040) (the "Registration Statement") on Form S-3 with the Securities and Exchange Commission (the "Commission") relating to the public offering pursuant to Rule 415 under the Securities Act of 1933, as amended, of up to an aggregate of \$60,000,000 in shares of common stock of the Company. The Commission declared the Registration Statement effective on October 30, 2003.

On November 6, 2003, the Company entered into a Share Purchase Agreement (the "Share Purchase Agreement") with certain institutional investors pursuant to which the Company issued and sold an aggregate of 1,863,637 shares of its common stock at a purchase price of \$11.00 per share for aggregate gross proceeds of \$20.5 million.

A copy of each of the Share Purchase Agreement and the related press release of the Company, dated November 7, 2003, are filed herewith as Exhibits

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10.1 and 99.1, respectively, and are incorporated herein by reference. The foregoing description of the issuance of Common Stock by the Company is qualified in its entirety by reference to such Exhibits.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

(c) Exhibits.

Exhibit No. -----	Description -----
10.1	Share Purchase Agreement by and among the Company and the Purchasers dated November 6, 2003.
99.1	Press release of the Company dated November 7, 2003.

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.

CYTOGEN CORPORATION

By: /s/ Michael D. Becker

Michael D. Becker
President and Chief Executive Officer

Dated: November 7, 2003

EXHIBIT INDEX

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