

CHIRAL QUEST INC  
Form 8-K/A  
January 05, 2004

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

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**FORM 8-K/A**

**AMENDMENT TO CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 9, 2003

**Chiral Quest, Inc.**

(Exact Name of Registrant as Specified in Charter)

Minnesota  
(State or Other Jurisdiction  
of Incorporation)

33-13058-C  
(Commission  
File Number)

58-1486040  
(IRS Employer  
Identification No.)

Princeton Corporate Plaza  
7 Deer Park Drive, Suite E  
Monmouth Junction, NJ  
(Address of Principal Executive Offices)

08852  
(Zip Code)

Registrant's telephone number, including area code: (732) 274-0399

1981 Pine Hall Drive  
State College, PA 16801  
(Former Name or Former Address, if Changed Since Last Report)

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**Item 4. Change In Registrant's Certifying Accountant.**

(a) Change in Registrant's Certifying Accountant.

(i) On December 9, 2003, the Registrant dismissed Weinberg & Company, P.A. as the Registrant's independent public accountants. The Registrant's Audit Committee participated in and approved the decision to change public accountants.

(ii) The report of Weinberg & Company, P.A. on the Registrant's financial statements for the most recent fiscal year contained no adverse opinion or disclaimer of opinion, and was not qualified or modified as to uncertainty, audit scope, or accounting principle.

(iii) In connection with its audit for the most recent fiscal year and through December 9, 2003, there have been no disagreements with Weinberg & Company, P.A. on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure, which disagreements if not resolved to the satisfaction of Weinberg & Company, P.A. would have caused them to make reference thereto in its report on the financial statements for such years.

(iv) During the most recent fiscal year and through December 9, 2003, none of the events specified in Item 304(a)(iv)(B) of Regulation S-B have occurred.

(v) The Registrant has requested that Weinberg & Company, P.A. furnish it with a letter addressed to the Commission stating whether or not it agrees with the above statements. A copy of such letter, dated December 30, 2003, is filed as Exhibit 16.1 to this Form 8-K.

(b) New Independent Public Accountants.

On December 12, 2003, the Registrant retained J.H. Cohn LLP to be its principal independent accountants. During the two most recent fiscal years and through December 12, 2003, the Registrant has not consulted with J.H. Cohn LLP regarding either (i) the application of accounting principles to a specified transaction, either completed or proposed; or the type of audit opinion that might be rendered on the Registrant's financial statements, and either a written report was provided to the Registrant or oral advice was provided that J.H. Cohn LLP concluded was an important factor considered by the Registrant in reaching a decision as to the accounting, auditing or financial reporting issue; or (ii) any matter that was the subject of a disagreement and required to be reported under Item 304(a)(1)(iv) of Regulation S-B and the related instructions thereto.

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

(c) Exhibits

16.1 Letter regarding Registrant's change in independent public accountants.

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**SIGNATURES**

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

Date: December 30, 2003

**Chiral Quest, Inc.**

By: /s/ Alan. D. Roth, Ph.D.

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Alan D. Roth, Ph.D.  
President, Chief Executive Officer and  
Chief Financial Officer

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EXHIBIT INDEX

<b>Exhibit Number</b>	<b>Description</b>
16.1	Letter regarding Registrant's change in independent public accountants.