

NEOSE TECHNOLOGIES INC

Form 8-K

February 28, 2005

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**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 24, 2005

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 Witmer 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)

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 1.02. Termination of a Material Definitive Agreement.

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Item 1.02. Termination of a Material Definitive Agreement.

On February 24, 2005, Neose Technologies, Inc. (the *Company*) terminated the Company's Employee Stock Purchase Plan, as amended (the *Plan*), effective as of January 31, 2005. The Plan allowed eligible employees of the Company an opportunity to purchase a limited number of shares of the Company's common stock at 85% of the market value at certain Plan-defined dates through accumulated payroll deductions. The Plan was terminated due to the potential impact of recent accounting pronouncements.

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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.

NEOSE TECHNOLOGIES, INC.

Date: February 25, 2005

By: /s/ Debra J. Poul
Debra J. Poul
Senior Vice President, General Counsel
and Secretary