

OSCIENT PHARMACEUTICALS CORP  
Form 10-Q/A  
December 03, 2004

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# SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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## FORM 10-Q/A

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES AND EXCHANGE ACT OF 1934

For the Quarterly Period Ended: March 27, 2004

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File No: 0-10824

# OSCIENT PHARMACEUTICALS CORPORATION

(Exact name of registrant as specified in its charter)

**MASSACHUSETTS**  
(State or other jurisdiction  
of incorporation or organization)

**04-2297484**  
(I.R.S. Employer  
Identification no.)

**100 BEAVER STREET**

**WALTHAM, MASSACHUSETTS 02453**

(Address of principal executive offices) (Zip code)

Registrant's telephone number: (781) 398-2300

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

**COMMON STOCK**  
**\$0.10 PAR VALUE**

**75,427,332 Shares**  
**Outstanding December 2, 2004**

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**Introductory Note**

This Quarterly Report on Form 10-Q/A replaces Exhibits 10.1, 10.3 and 10.4 of Form 10-Q filed on May 11, 2004.

**PART II**

**Item 6. Exhibits and Reports on Form 8-K**

**Exhibits:**

<u>Exhibit No.</u>	<u>Description</u>
10.1	License and Option Agreement between GeneSoft Pharmaceuticals, Inc. and LG Life Sciences, Ltd. dated October 22, 2002.*
10.2	Amendment No. 1 to License and Option Agreement between GeneSoft Pharmaceuticals, Inc. and LG Life Sciences, Ltd. dated November 21, 2002.
10.3	Amendment No. 2 to License and Option Agreement between GeneSoft Pharmaceuticals, Inc. and LG Life Sciences, Ltd. dated December 6, 2002.*
10.4	Amendment No. 3 to License and Option Agreement between GeneSoft Pharmaceuticals, Inc. and LG Life Sciences, Ltd. dated October 16, 2003.*
10.5	Employment Agreement between Genome Therapeutics Corp. and Gary Patou dated January 11, 2004.
10.6	Amendment to Employment Agreement between Genome Therapeutics Corp. and Stephen Cohen dated February 5, 2004.
10.7	Amendment to Employment Agreement between Genome Therapeutics Corp. and Steven Rauscher dated February 5, 2004.
10.8	Separation Agreement between Genome Therapeutics Corp. and Martin Williams dated March 15, 2004.
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a)/15d-14(a) under the Securities Exchange Act of 1934, as amended.
31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(a)/15d-14(a) under the Securities Exchange Act of 1934, as amended.
32.1	Certification pursuant to Section 1350, Chapter 63 of Title 18, United States Code, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 of the Company's Chief Executive Officer.
32.2	Certification pursuant to Section 1350, Chapter 63 of Title 18, United States Code, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 of the Company's Chief Financial Officer.
99.1	Risk Factors

\* Confidential information has been omitted from this exhibit and filed separately with the Securities and Exchange Commission pursuant to a confidential treatment request.

Previously filed as an exhibit to the Company's Quarterly Report on Form 10-Q filed on May 11, 2004.

**SIGNATURE**

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 thereunto duly authorized who also serves in the capacity of principal financial officer.

Oscient Pharmaceuticals Corporation

/s/ Stephen Cohen

Stephen Cohen

Senior Vice President & Chief Financial Officer

(Principal Financial Officer)

December 3, 2004

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**OSCIENT PHARMACEUTICALS CORPORATION AND SUBSIDIARIES**

**EXHIBIT INDEX**

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