

INSMED INC  
Form 10-K/A  
March 30, 2005

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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 10-K/A**

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(Mark One)

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

For the fiscal year ended December 31, 2004

OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number 0-30739

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**INSMED INCORPORATED**

(Exact name of registrant as specified in its charter)

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<b>Virginia</b> (State or other Jurisdiction of incorporation or organization)	<b>54-1972729</b> (I.R.S. employer identification no.)
<b>4851 Lake Brook Drive</b>  <b>Glen Allen, Virginia 23060</b> (Address of principal executive offices)  (zip code)	<b>(804) 565-3000</b> (Registrant's telephone number including area code)

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Name of each exchange on which registered</u>
None	None

Securities registered pursuant to Section 12(g) of the Act:

(Title of class)

Common Stock

Preferred Stock Purchase Rights

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 if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2). Yes  No

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the registrant on June 30, 2004 was \$86,024,160 (based on the closing price for shares of the registrant's Common Stock as reported on the Nasdaq National Market on that date). In determining this figure, the registrant has assumed that all of its directors, officers and persons owning 10% or more of the outstanding Common Stock are affiliates. This assumption shall not be deemed conclusive for any other purpose.

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As of February 29, 2005, there were 44,986,996 shares of the registrant's common stock, \$.01 par value, outstanding.

Portions of the registrant's definitive Proxy Statement to be filed with the Securities and Exchange Commission no later than 120 days after the registrant's fiscal year ended December 31, 2004, and to be delivered to shareholders in connection with the 2005 Annual Meeting of Shareholders, are incorporated in Part III by reference.

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Explanatory Note:

This Amendment No. 1 to the Annual Report on Form 10-K/A amends the Annual Report on Form 10-K of Insmmed Incorporated ( the Company ) for the fiscal year ended December 31, 2004, filed with the Securities and Exchange Commission on March 16, 2005, solely to correct the inadvertent indication by check mark on the cover page of the Annual Report on Form 10-K that disclosure of delinquent filers pursuant to Item 405 of Regulation S-K will not be contained in the definitive proxy statement incorporated by reference in Part III of this Annual Report on Form 10-K. Such disclosure will be contained in the Company s definitive Proxy Statement for the 2005 Annual Meeting of Shareholders under the heading, Section 16(a) Beneficial Ownership Reporting Compliance.

**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 thereunto duly authorized.

**INSMED INCORPORATED**  
(Registrant)

By: /s/ Kevin P. Tully

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**Kevin P. Tully**  
*Principal Financial Officer*  
*Treasurer and Controller*

Dated: March 30, 2005