

NEOSE TECHNOLOGIES INC
Form 8-K
May 21, 2004

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): May 21, 2004

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 19044**
(Address of principal executive offices)

(215) 315-9000
(Registrant's telephone number, including area code)

Item 5 -Other Events.

On May 21, 2004, the Company issued a press release announcing that it has closed its previously announced registered direct offering. A copy of the press release is attached to this Current Report on Form 8-K as Exhibit 99.1 and is incorporated herein by reference.

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

- (a) Financial Statements of Businesses Acquired: None
- (b) Pro Forma Financial Information: None
- (c) Exhibits: Reference is made to the Exhibit Index annexed hereto and made a part hereof.

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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: May 21, 2004

NEOSE TECHNOLOGIES, INC.

By: /s/ C. BOYD CLARKE

C. Boyd Clarke
President and Chief Executive Officer

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Index to Exhibits

Exhibit No.	Description
Exhibit 99.1	Press Release dated May 21, 2004