

NUVELO INC
Form 425
December 01, 2008

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 earliest event reported: November 24, 2008

Nuvelo, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction

000-22873
(Commission

36-3855489
(I.R.S. Employer

of Incorporation)

File Number)

Identification No.)

201 Industrial Road, Suite 310, San Carlos, CA 94070-6211

(Address of Principal Executive Offices) (Zip Code)

(650) 517-8000

(Registrant's telephone number, including area code)

N/A

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

x Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

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- “ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

- “ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

- “ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01 Other Events,
Nasdaq Letter**

On November 24, 2008, Nuvelo, Inc. (Nuvelo or the Company) received a staff determination letter from The Nasdaq Stock Market (Nasdaq) indicating that the proposed merger of the Company with ARCA biopharma, Inc. (ARCA) in accordance with that certain Agreement and Plan of Merger and Reorganization, dated September 24, 2008, by and among the Company, Dawn Acquisition Sub, Inc., and ARCA, as amended on October 28, 2008 (the Merger), is considered by Nasdaq to constitute a change of control pursuant to Nasdaq Marketplace Rule 4340(a). Accordingly, if the Merger is completed, the combined company would be required to satisfy all of Nasdaq s initial listing criteria, and to complete Nasdaq s initial listing process, including the payment of all applicable fees, prior to consummation of the transaction. As such, the Company has filed an initial listing application with Nasdaq to effect the initial listing of the combined company s common stock, including the shares to be issued in the Merger and the Company s currently outstanding common stock. This initial listing application remains subject to Nasdaq s approval.

Additional Information about the Merger and Where to Find It

The Company has filed a registration statement on Form S-4, and a related proxy statement/prospectus/consent solicitation, as amended, in connection with the proposed Merger. Investors and security holders are urged to read the registration statement on Form S-4 and the related proxy statement/prospectus/consent solicitation. Investors and security holders may obtain free copies of these documents and other documents filed with the SEC at the SEC s website at www.sec.gov. In addition, investors and security holders may obtain free copies of the documents filed with the SEC by contacting Nuvelo Investor Relations at the email address: ir@nuvelo.com or by phone at 650-517-8000.

Participants in the Solicitation

Nuvelo, ARCA and their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from the stockholders of Nuvelo in connection with the Merger. Information regarding the special interests of these directors and executive officers in the Merger is included in the proxy statement/prospectus/consent solicitation described above. Additional information regarding the directors and executive officers of Nuvelo is also included in Nuvelo s definitive proxy statement for its 2008 Annual Meeting of Stockholders which was filed with the SEC on April 23, 2008 and its Annual Report on Form 10-K for the year ended December 31, 2007, which was filed with the SEC on March 12, 2008. These documents are available free of charge at the SEC s web site at www.sec.gov and from Investor Relations at Nuvelo as described above.

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 hereunto duly authorized.

Nuvelo, Inc.

(Registrant)

By: /s/ Lee Bendekgey
Lee Bendekgey
Senior Vice President, Chief Financial Officer and
General Counsel

Dated: December 1, 2008