

NEOSE TECHNOLOGIES INC
Form SC 13G
February 13, 2009

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No.)***

Neose Technologies, Inc.
(Name of Issuer)
Common Stock, par value \$0.01
(Title of Class of Securities)
640522108
(CUSIP Number)
December 31, 2008
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 640522108

1 NAMES OF REPORTING PERSONS
Southpaw Credit Opportunity Master Fund LP

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands

5 SOLE VOTING POWER
NUMBER OF 4,825,764

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 4,825,764

8 SHARED DISPOSITIVE POWER
WITH: 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
4,825,764

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

8.9%**

TYPE OF REPORTING PERSON

12

PN

**SEE ITEM 4(b).

CUSIP No. 640522108

1 NAMES OF REPORTING PERSONS
Southpaw Asset Management LP

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5 SOLE VOTING POWER
NUMBER OF 5,293,769

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 5,293,769

8 SHARED DISPOSITIVE POWER
WITH: 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
5,293,769

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

9.7%**

TYPE OF REPORTING PERSON

12

PN

**SEE ITEM 4(b).

CUSIP No. 640522108

1 NAMES OF REPORTING PERSONS
Southpaw Holdings LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5 SOLE VOTING POWER
NUMBER OF 5,293,769

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 5,293,769

8 SHARED DISPOSITIVE POWER
WITH: 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
5,293,769

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

9.7%**

TYPE OF REPORTING PERSON

12

OO

**SEE ITEM 4(b).

CUSIP No. 640522108

1 NAMES OF REPORTING PERSONS
Kevin Wyman

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

5 SOLE VOTING POWER
NUMBER OF 5,293,769

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 5,293,769

8 SHARED DISPOSITIVE POWER
WITH: 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
5,293,769

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

9.7%**

TYPE OF REPORTING PERSON

12

IN

**SEE ITEM 4(b).

CUSIP No. 640522108

1 NAMES OF REPORTING PERSONS
Howard Golden

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2
(a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

5 SOLE VOTING POWER
NUMBER OF 5,293,769

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY 0

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON 5,293,769

8 SHARED DISPOSITIVE POWER
WITH: 0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
5,293,769

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11

9.7%**

TYPE OF REPORTING PERSON

12

IN

**SEE ITEM 4(b).

SCHEDULE 13G

This Schedule 13G (the "Schedule 13G") relates to shares of common stock, \$0.01 par value ("Common Stock"), of Neose Technologies, Inc., a Delaware corporation (the "Issuer"), and is being filed on behalf of (i) Southpaw Credit Opportunity Master Fund LP ("Fund"), a Cayman Islands limited partnership, (ii) Southpaw Asset Management LP ("Southpaw Management"), a Delaware limited partnership, as the investment manager to Fund and certain managed accounts (the "Managed Accounts"), (iii) Southpaw Holdings LLC ("Southpaw Holdings"), a Delaware limited liability company, as the general partner of Southpaw Management, (iv) Kevin Wyman, a principal of Southpaw Holdings, and (v) Howard Golden, a principal of Southpaw Holdings (the persons mentioned in (ii) (iii), (iv) and (v) are referred to as the "Southpaw Management Group," and together with the Fund, the "Reporting Persons"). All shares of Common Stock are held by the Fund and the Managed Accounts.

Item 1(a) Name of Issuer.

Neose Technologies, Inc.

Item 1(b) Address of Issuer's Principal Executive Offices.

102 Rock Road

Horsham, PA 19044

Item 2(a) Name of Person Filing.

(i) Southpaw Credit Opportunity Master Fund LP ("Fund"), (ii) Southpaw Asset Management LP ("Southpaw Management") (iii) Southpaw Holdings LLC ("Southpaw Holdings") (iv) Kevin Wyman and (v) Howard Golden

Item 2(b) Address of Principal Business Office, or, if none, Residence.

Four Greenwich Office Park

Greenwich, CT 06831

Item 2(c) Citizenship or Place of Organization.

Fund is a Cayman Islands limited partnership. Southpaw Management is a Delaware limited partnership. Southpaw Holdings is a Delaware limited liability company. Mr. Wyman and Mr. Golden are United States citizens.

Item 2(d) Title of Class of Securities.

Common stock \$0.01 par value (the "Common Stock")

Item 2(e) CUSIP Number.

640522108

Item 3 If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment advisor in accordance with §240.13d-1(b)(1)(ii)(E).
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F).
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G).
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
- (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4 Ownership.

- (a) The Fund may be deemed the beneficial owner of 4,825,764 shares of Common Stock it holds. The Southpaw Management Group may be deemed the beneficial owner of 5,293,769 shares of Common Stock held by Fund and the Managed Accounts.
- (b) The Fund may be deemed the beneficial owner of 8.9%, and the Southpaw Management Group may be deemed the beneficial owner of 9.7%, of the Issuer's outstanding shares of Common Stock, which such percentages were calculated by dividing (i) 4,825,764 (the number of shares of Common Stock held by the Fund) and 5,293,769 (the number of shares of Common Stock held by the Fund and the Managed Accounts), respectively, by (ii) 54,473,919 shares of Common Stock outstanding as of November 7, 2008 as reported in the Issuer's most recent Form 10-Q filed with the Securities and Exchange Commission on November 10, 2008.
- (c) The Southpaw Management Group has the power to vote and dispose of the 5,293,769 shares of Common Stock held by Fund and the Managed Accounts. The Fund has the power to vote and dispose of the 4,825,764 shares of Common Stock it holds.

Item 5 Ownership of Five Percent or Less of a Class.

Inapplicable.

Item 6 Ownership of More Than Five Percent on Behalf of Another Person.

Inapplicable.

Item 7 Identification and Classification of the Subsidiary which Acquired the Security Being Reported On by the Parent Holding Company.

Inapplicable.

Item 8 Identification and Classification of Members of the Group.

Inapplicable.

Item 9 Notice of Dissolution of Group.

Inapplicable.

Item 10 Certification.

By signing below each of the Reporting Persons certifies that, to the best of such person's knowledge and belief, the securities referred to above were acquired and held in the ordinary course of business and were not acquired and were not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Exhibits Exhibit 1

Joint Filing Agreement by and among the Reporting Persons.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 13, 2009

Southpaw Credit Opportunity Master Fund LP

By: Southpaw GP LLC, its general partner

By: /s/ Howard Golden
Name: Howard Golden
Title: Managing Member

Southpaw Asset Management LP

By: Southpaw Holdings LLC, its general partner

By: /s/ Howard Golden
Name: Howard Golden
Title: Managing Member

Southpaw Holdings LLC

By: /s/ Howard Golden
Name: Howard Golden
Title: Managing Member

/s/ Kevin Wyman
Kevin Wyman

/s/ Howard Golden
Howard Golden

EXHIBIT 1
JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned agree to the joint filing on behalf of each of them of a Statement on Schedule 13G (including any and all amendments thereto) with respect to the Common Stock of Neose Technologies, Inc., and further agree that this Joint Filing Agreement shall be included as an Exhibit to such joint filings.

The undersigned further agree that each party hereto is responsible for the timely filing of such Statement on Schedule 13G and any amendments thereto, and for the accuracy and completeness of the information concerning such party contained therein; provided, however, that no party is responsible for the accuracy or completeness of the information concerning any other party, unless such party knows or has reason to believe that such information is inaccurate.

This Joint Filing Agreement may be signed in counterparts with the same effect as if the signature on each counterpart were upon the same instrument.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of February 13, 2009.

Southpaw Credit Opportunity Master Fund LP

By: Southpaw GP LLC, its general partner

By: /s/ Howard Golden
Name: Howard Golden
Title: Managing Member

Southpaw Asset Management LP

By: Southpaw Holdings LLC, its general partner

By: /s/ Howard Golden
Name: Howard Golden
Title: Managing Member

Southpaw Holdings LLC

By: /s/ Howard Golden
Name: Howard Golden
Title: Managing Member

/s/ Kevin Wyman
Kevin Wyman

/s/ Howard Golden
Howard Golden