

INTROGEN THERAPEUTICS INC

Form 8-K

December 10, 2004

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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 Report (Date of earliest event reported): December 10, 2004 (December 6, 2004)

Introgen Therapeutics, Inc.

(Exact name of registrant as specified in its charter)

Delaware

0-21291

74-2704230

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

301 Congress Avenue, Suite 1850, Austin, Texas

78701

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (512) 708-9310

(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:

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

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))

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Item 1.01. Entry into a Material Definitive Agreement.

On December 6, 2004, Introgen Therapeutics, Inc. (the Company) entered into a Placement Agent Agreement with Mulier Capital Limited in connection with a registered direct offering of shares of the Company's common stock. The sale of common stock is made under the Company's registration statement on Form S-3 (File No. 333-107799), as amended, which became effective on August 25, 2003.

The related opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation, is being filed as Exhibit 5.1 to this Current Report on Form 8-K and incorporated herein and incorporated by reference into the shelf registration statement.

The Placement Agent Agreement is being filed as Exhibit 10.46 to this Current Report on Form 8-K and incorporated herein and incorporated by reference into the shelf registration statement.

On December 8, 2004, the Company issued a press release announcing the execution of the Placement Agent Agreement and a registered direct offering of its shares of common stock. The press release is being filed as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein and incorporated by reference into the shelf registration statement.

Neither the filing of any press release as an exhibit to this Current Report on Form 8-K nor the inclusion in such press release of a reference to the Company's Internet address shall, under any circumstances, be deemed to incorporate the information available at such Internet address into this Current Report on Form 8-K. The information available at the Company's Internet address is not part of this Current Report on Form 8-K or any other report filed by the Company with the Securities and Exchange Commission.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits.

5.1 Opinion of Wilson Sonsini
Goodrich & Rosati, Professional
Corporation.

10.46 Placement Agent Agreement,
dated December 6, 2004, by and
between Introgen Therapeutics,
Inc. and Mulier Capital Limited.

99.1 Press Release dated
December 8, 2004.

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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.

Dated: December 10, 2004

INTROGEN THERAPEUTICS, INC.

/s/ James W. Albrecht, Jr.

James W. Albrecht, Jr.
Chief Financial Officer

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| Exhibit Number | Description of Document |
|---------------------------|---|
| 5.1 | Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation. |
| 10.46 | Placement Agent Agreement, dated December 6, 2004, by and between Introgen Therapeutics, Inc. and Mulier Capital Limited. |
| 99.1 | Press Release dated December 8, 2004. |