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DUSA PHARMACEUTICALS INC
Form 8-K
March 02, 2004

FORM 8-K

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

CURRENT REPORT

Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 27, 2004

DUSA PHARMACEUTICALS, INC.
(Exact name of registrant as specified in its charter)

| | | |
|--|--|--|
| NEW JERSEY (State or other jurisdiction of incorporation) | 0-19777 (Commission File Number) | 22-3103129 (IRS Employer Identification Number) |
|--|--|--|

25 UPTON DRIVE
WILMINGTON, MASSACHUSETTS 01887
(Address of principal executive offices, including ZIP code)

(978) 657-7500
(Registrant's telephone number, including area code)

ITEM 5. OTHER EVENTS.

As of March 2, 2004, DUSA Pharmaceuticals, Inc. has received all proceeds due as a result of the sale of 2,250,000 shares of its common stock in a private placement with certain new and existing institutional and other accredited investors previously announced on Friday, February 27, 2004. The Company now files the Securities Purchase Agreement, Registration Rights Agreement and Form of Additional Investment Right related to this transaction.

ITEM 7. FINANCIAL STATEMENTS AND OTHER EXHIBITS.

- 10.1 Securities Purchase Agreement dated as of February 27, 2004 by and among DUSA Pharmaceuticals, Inc. and certain investors, portions of which have been omitted pursuant to a request for confidential treatment under Rule 24(b) of the Securities Exchange Act of 1934, as amended
- 10.2 Registration Rights Agreement dated as of February 27, 2004 by and among DUSA Pharmaceuticals, Inc. and certain investors incorporated herein by reference to Exhibit C to the Securities Purchase Agreement listed above as Exhibit 10.1 to this Report
- 10.3 Form of Additional Investment Right dated as of February 27, 2004 incorporated herein by reference to Exhibit B to the Securities Purchase Agreement listed above as Exhibit 10.1 to this Report

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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.

DUSA PHARMACEUTICALS, INC.

Dated: March 2, 2004

By: /s/ D. Geoffrey Shulman

D. Geoffrey Shulman, MD, FRCPC
President, Chief Executive Officer