

NANOGEN INC
Form 8-K
June 10, 2005

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): June 9, 2005

NANOGEN, INC.

(Exact name of registrant specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

000-23541
(Commission File Number)

33-0489621
(I.R.S. Employer

Identification No.)

10398 Pacific Center Court, San Diego, California
(Address of principal executive offices)

92121
(Zip Code)

Registrant's telephone, including area code: (858) 410-4600

Edgar Filing: NANOGEN INC - Form 8-K

(Former name and 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):

- .. 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))
-

Item 5.02. Results of Operations and Financial Condition.

On June 9, 2005, Nanogen, Inc. (the Company) issued a press release announcing that Frank H. Jellinick, Jr. and William G. Gerber, M.D. were elected to the Board of Directors of the Company at the 2005 Annual Meeting of Stockholders. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference. Mr. Jellinick was elected to Class II of the Company s Board of Directors and will serve a one year term expiring at the Company s 2006 Annual Meeting of Stockholders. Dr. Gerber was elected to Class III of the Company s Board of Directors and will serve a two year term expiring at the Company s 2007 Annual Meeting of Stockholders.

On June 9, 2005, Val Buonaiuto announced his intention to resign from the Company s Board of Directors, effective immediately. Mr. Buonaiuto had been a member of the Compensation Committee of the Board of Directors.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits. The following documents are filed as exhibits to this report:

99.1 Press Release dated June 9, 2005.

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.

NANOGEN, INC.

Date: June 9, 2005

By: /s/ Robert Saltmarsh

Name: Robert Saltmarsh
Title: Chief Financial Officer