

PALATIN TECHNOLOGIES INC  
Form 8-K  
June 05, 2009

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**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 4, 2009

**Palatin Technologies, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-15543**  
(Commission  
File Number)

**95-4078884**  
(IRS employer  
identification number)

**4C Cedar Brook Drive, Cranbury, NJ**  
(Address of principal executive offices)

**08512**  
(Zip Code)

Registrant's telephone number, including area code: **(609) 495-2200**

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))

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**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On June 4, 2009, we filed a certificate of elimination with the Secretary of State of the State of Delaware, effective immediately upon filing, to eliminate all references in Palatin's restated certificate of incorporation, as amended, to our Series B Convertible Preferred Stock and our Series C Convertible Preferred Stock. No shares of either series were outstanding and the board of directors had determined that no shares of either series would be issued in the future. The certificate of elimination had no effect on any other provisions of our restated certificate of incorporation, as amended, and no effect on any of our outstanding securities. A copy of the certificate of elimination is attached hereto as Exhibit 3.1 and is incorporated by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits:

3.1 Certificate of Elimination dated June 4, 2009

**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.

PALATIN TECHNOLOGIES, INC.

Date: June 5, 2009

By: /s/ Stephen T. Wills  
Stephen T. Wills, CPA, MST  
Executive Vice President -  
Operations and  
Chief Financial Officer

**EXHIBIT INDEX**

3.1 Certificate of Elimination dated June 4, 2009