

NEPHROS INC  
Form 8-K  
June 21, 2006

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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 21, 2006

Nephros, Inc.

(Exact Name of Registrant as Specified in Charter)

Commission File Number: 001-32288

Delaware  
(State or other Jurisdiction of  
Incorporation)

13-3971809  
(I.R.S. Employer Identification  
No.)

3960 Broadway, New York, New York 10032  
(Address of Principal Executive Offices)  
(Zip Code)

(212) 781-5113  
(Registrant's telephone number, including area code)

Not Applicable

(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 8.01. Other Events.**

On June 21, 2006, Nephros, Inc. held its Annual Meeting of Stockholders, at which Nephros's President and Chief Executive Officer, Norman J. Barta, gave an address accompanied by slides, the text of which is attached hereto as Exhibit 99.1. Additionally, management disclosed at the Annual Meeting that Nephros filed an Investigational Device Exemption, or IDE, application with the Food and Drug Administration ("FDA") for its OLpūzH module earlier this year, with respect to which it received questions from the FDA last week.

The information in this report shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liability of that Section.

**Item 9.01. Financial Statements and Exhibits.**

(c) Exhibits

99.1 Text of slides accompanying Norman Barta's address to the Annual Meeting of Stockholders on June 21, 2006.

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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.

Date: June 21, 2006

NEPHROS, INC.

By:

/s/ Norman J. Barta

Chief Executive Officer