

ALTEON INC /DE  
Form 8-K  
July 06, 2005

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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**FORM 8-K**

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**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 29, 2005**

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**ALTEON INC.**  
**(Exact name of registrant as specified in its charter)**

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

**001-16043**  
**(Commission File Number)**

**13-3304550**  
**(IRS Employer  
Identification No.)**

**6 Campus Drive**  
**Parsippany, New Jersey 07054**  
**(Address of principal executive offices and zip code)**

**Registrant's telephone number, including area code: (201) 934-5000**

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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 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.**

On June 29, 2005, at the Company's Annual Meeting of Stockholders, the Company's stockholders approved the Alteon Inc. 2005 Stock Plan (the "Stock Plan"). The Stock Plan authorizes the grant of up to 5,000,000 shares for the issuance of incentive stock options to employees of the Company and non-qualified stock options, restricted and unrestricted stock grants and other stock-based awards to employees, directors and consultants of the Company. A copy of the Stock Plan is filed pursuant to this Item 1.01 as Exhibit 99.1 to this Current Report on Form 8-K.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

(c) Exhibits.

99.1 The Alteon Inc. 2005 Stock Plan.

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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: July 6, 2005

**ALTEON INC.**

/s/ Kenneth I. Moch  
Kenneth I. Moch  
President and Chief Executive Officer

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EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
99.1	The Alteon Inc. 2005 Stock Plan.