

Aeterna Zentaris Inc.
Form 6-K
June 19, 2009

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 6-K

REPORT OF FOREIGN ISSUER
Pursuant to Rule 13a-16 or 15d-16 of
the Securities Exchange Act of 1934

For the month of June 2009

Commission File Number: 0-30752

ÆTERNA ZENTARIS INC.

1405, boul. du Parc-Technologique

Québec, Québec

Canada, G1P 4P5

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F ☒ Form 40-F ☐

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): ☐

Note: Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): ☐

Note: Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's home country), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934

Yes ☐ No ☒

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-

On June 19, 2009, the registrant issued a press release announcing that it has entered into a definitive purchase agreement to raise U.S.\$10 million through the sale of common shares and warrants. The press release is attached as Exhibit 99.1 to this report and is incorporated herein by reference. Rodman & Renshaw, LLC acted as placement agent on behalf of the registrant, pursuant to a placement agency agreement dated June 18, 2009. The placement agency agreement, the form of the common share purchase warrants and the form of securities purchase agreement entered into among the registrant and the investors in the offering are attached to this report as Exhibits 99.2, 99.3 and 99.4, respectively, and are incorporated herein by reference.

EXHIBIT INDEX

List of Exhibits

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|------|---|
| 99.1 | Press release dated June 19, 2009 |
| 99.2 | Placement agency agreement dated June 18, 2009 between the registrant and Rodman & Renshaw, LLC |
| 99.3 | Form of Common Share Purchase Warrant to be issued by the registrant to the investors in the offering |
| 99.4 | Form of Securities Purchase Agreement, dated June 18, 2009, by and between the registrant and the investors in the offering |
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SIGNATURE

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, thereunto duly authorized.

ÆTERNA ZENTARIS INC.

Date: June 19, 2009

By: /s/ Dennis Turpin
Dennis Turpin
Senior Vice President and
Chief Financial Officer