

NANOGEN INC  
Form 8-K/A  
July 06, 2004

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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K/A**

(Amendment No. 1)

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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): April 21, 2004

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**NANOGEN, INC.**

(Exact Name of Registrant as Specified in Charter)

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Delaware  
(State or Other Jurisdiction  
  
of Incorporation)

000-23541  
(Commission File Number)

33-0489621  
(IRS Employer  
  
Identification No.)

10398 Pacific Center Court, San Diego, California  
(Address of Principal Executive Offices)

92121  
(Zip Code)

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

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**Item 2. Acquisition or Disposition of Assets**

This Form 8-K/A amends the Form 8-K of Nanogen, Inc. ( Nanogen ) dated April 21, 2004 and filed with the Securities and Exchange Commission on May 6, 2004. That 8-K related to Nanogen's acquisition of SynX Pharma Inc. ( SynX ) pursuant to a Plan of Arrangement, dated as of February 9, 2004, which closed on April 21, 2004.

The purpose of this amendment is to provide the financial information required by Items 7(a) and 7(b) of Form 8-K, which information was excluded from the original filing in reliance upon Item 7(a)(4) of Form 8-K.

**Item 7. Financial Statements, Pro Forma Financial Information and Exhibits**

**(a) Financial Statements of Business Acquired**

The following items appear as Exhibit 99.2 to this Current Report on Form 8-K/A and are incorporated herein by reference:

Audited Financial Statements of SynX Pharma Inc.

- (i) Report of Independent Accountants.
  
- (ii) Consolidated balance sheets as of December 31, 2003 and 2002.
  
- (iii) Consolidated statements of operations and deficit for the years ended December 31, 2003 and 2002 and for the period from March 11, 1997 (date of inception) to December 31, 2003.
  
- (iv) Consolidated statements of cash flows for the years ended December 31, 2003 and 2002 and for the period from March 11, 1997 (date of inception) to December 31, 2003.
  
- (v) Notes to Financial Statements.

Unaudited Financial Statements of SynX Pharma Inc.

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(i) Consolidated balance sheet as of March 31, 2004.

(ii) Consolidated statement of operations and deficit for the three months ended March 31, 2004 and 2003.

(iii) Consolidated statement of cash flows for the three months ended March 31, 2004 and 2003.

### **(b) Pro Forma Financial Information**

The following items appear as Exhibit 99.3 to this Current Report on Form 8-K/A and are incorporated herein by reference:

(i) Unaudited pro forma condensed combined balance sheet of Nanogen, Inc. as of March 31, 2004.

(ii) Unaudited pro forma condensed combined statement of operations of Nanogen, Inc. for the three months ended March 31, 2004.

(iii) Unaudited pro forma condensed combined statement of operations of Nanogen, Inc. for the year ended December 31, 2003.

(iv) Notes to the unaudited pro forma condensed combined financial information.

**(c) Exhibits**

**Exhibit No.**

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2.1*	Plan of Arrangement between Nanogen, Inc. and SynX Pharma Inc. dated February 9, 2004.
23.1	Consent of Independent Accountants.
99.1*	Press Release dated April 21, 2004.
99.2	Financial Statements of Business Acquired.
99.3	Pro Forma Financial Information.

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\* Previously filed as an Exhibit to the original report on Form 8-K filed with the Commission on May 6, 2004.

**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.**

Dated: July 6, 2004

By:           /s/ Nicholas J. Venuto          

Nicholas J. Venuto,

Senior Director, Finance