

NANOGEN INC  
Form 8-K/A  
August 13, 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): August 3, 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)

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

000-23541  
(Commission

File Number)

33-0489621  
(IRS Employer

Identification No.)

92121  
(Zip Code)

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



**Item 12. Results of Operations and Financial Condition.**

This Amendment No. 1 amends the Current Report on Form 8-K filed on August 3, 2004 by Nanogen, Inc. (the "Company") to correct an inadvertent error stemming from a non-routine, non-cash entry to record the purchase price allocation related to the acquisition of SynX Pharma Inc. which was included in the preliminary financial statements contained in the Company's earnings release. The Company's press release dated August 3, 2004 which was attached as an exhibit to the Current Report stated that research and development expenses for the three months ended June 30, 2004 were \$3.5 million, but should have stated that research and development expenses for the three months ended June 30, 2004 were \$4.0 million. As a result of this correction, the Company's total costs and expenses, loss from operations, net loss and accumulated deficit have each been increased by \$545,000, and the net loss per share has been increased by \$0.01 and \$0.02 per share for the three and six months ended June 30, 2004, respectively. In addition, the June 30, 2004 balances in goodwill, acquired technology rights and additional paid-in capital were reported as \$13.1 million, \$2.3 million and \$274.0 million, respectively, but should have been reported as \$13.0 million, \$2.0 million and \$274.2 million, respectively. The Company's revised financial statements are set forth below. No other changes are being made to the financial information reported by the Company on August 3, 2004, and the Company reiterates its financial guidance issued on that date.

## NANOGEN, INC.

## CONSOLIDATED BALANCE SHEETS

(in thousands, except share data)

	June 30, 2004 <u>(unaudited)</u>	December 31, 2003 <u></u>
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 8,543	\$ 8,550
Short-term investments	51,777	20,564
Receivables, net	1,860	1,415
Inventories, net	2,706	4,774
Other current assets	1,673	1,590
	<u>66,559</u>	<u>36,893</u>
Total current assets	66,559	36,893
Property and equipment, net	7,372	4,277
Acquired technology rights, net	1,983	2,508
Restricted cash	753	14
Other assets, net	796	157
Goodwill	13,001	<u>        </u>
	<u>\$ 90,464</u>	<u>\$ 43,849</u>
<b>LIABILITIES AND STOCKHOLDERS EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 1,889	\$ 290
Accrued liabilities	3,240	4,519
Deferred revenue	404	469
Current portion of capital lease obligations	552	743
	<u>6,085</u>	<u>6,021</u>
Total current liabilities	6,085	6,021
Capital lease obligations, less current portion	545	586
Other long-term liabilities	5,451	4,419
	<u>5,996</u>	<u>5,005</u>
Total long-term liabilities	5,996	5,005
Stockholders' equity:		
Convertible preferred stock, \$0.001 par value, 5,000,000 shares authorized; no shares issued and outstanding at June 30, 2004 (unaudited) and December 31, 2003		
Common stock, \$0.001 par value, 50,000,000 shares authorized; 33,846,250 and 24,867,325 shares issued and outstanding at June 30, 2004 (unaudited) and December 31, 2003, respectively	34	25
Additional paid-in capital	274,184	209,014
Accumulated other comprehensive income	(226)	1,136
Deferred compensation	(170)	(175)
Accumulated deficit	(194,517)	(176,255)
Treasury stock, at cost, 500,189 shares at June 30, 2004 (unaudited) and December 31, 2003	(922)	(922)
	<u>78,383</u>	<u>32,823</u>
Total stockholders' equity	78,383	32,823

\$ 90,464

\$ 43,849

## NANOGEN, INC.

## CONSOLIDATED STATEMENTS OF OPERATIONS

(unaudited)

(in thousands, except per share data)

	Three months ended June 30,		Six months ended June 30,	
	2004	2003	2004	2003
<b>Revenues:</b>				
Product sales	\$ 477	\$ 662	\$ 1,609	\$ 890
License	38		190	
Sponsored research	125	375	500	750
Contracts and grant	478	657	978	1,254
<b>Total revenues</b>	<b>1,118</b>	<b>1,694</b>	<b>3,277</b>	<b>2,894</b>
<b>Costs and expenses:</b>				
Cost of product sales	1,940	524	2,854	798
Research and development	4,040	4,483	8,388	9,193
Selling, general and administrative	4,234	4,130	7,809	8,196
Charge for acquired in-process research and development	3,758		3,758	
<b>Total costs and expenses</b>	<b>13,972</b>	<b>9,137</b>	<b>22,809</b>	<b>18,187</b>
<b>Loss from operations</b>	<b>(12,854)</b>	<b>(7,443)</b>	<b>(19,532)</b>	<b>(15,293)</b>
Interest income, net	129	113	231	308
Other income (loss)	(100)	11	(120)	43
Gain/(loss) on sale of investments	(6)	32	(6)	(3,568)
Gain/(loss) on foreign currency translations	(17)	(11)	1,204	(16)
Loss on sale of fixed assets	(41)	(153)	(41)	(153)
Minority interest in loss of consolidated subsidiary		558		1,106
<b>Net loss</b>	<b>\$ (12,889)</b>	<b>\$ (6,893)</b>	<b>\$ (18,264)</b>	<b>\$ (17,573)</b>
<b>Net loss per share basic and diluted</b>	<b>\$ (0.39)</b>	<b>\$ (0.32)</b>	<b>\$ (0.61)</b>	<b>\$ (0.82)</b>
<b>Number of shares used in computing net loss per share basic and diluted</b>	<b>32,798</b>	<b>21,543</b>	<b>29,870</b>	<b>21,492</b>

**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: August 13, 2004

By: /s/ Nicholas J. Venuto

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Nicholas J. Venuto,  
Senior Director, Finance