

INSMED INC  
Form 8-K  
June 20, 2008

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

**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 17, 2008**

**INSMED INCORPORATED**

**(Exact Name of Registrant as Specified in Its Charter)**

**Virginia**

**(State or Other Jurisdiction of Incorporation)**

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**0-30739**  
(Commission File Number)

**54-1972729**  
(IRS Employer Identification No.)

**8720 Stony Point Parkway, Suite 200, Richmond, Virginia**  
(Address of Principal Executive Offices)

**23235**  
(Zip Code)

**(804) 565-3000**

(Registrant's Telephone Number, Including Area Code)

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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**INFORMATION TO BE INCLUDED IN THE REPORT**

**Section 3 Securities and Trading Markets**

**Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard: Transfer of Listing**

On June 17, 2008 Insmmed Incorporated received a letter from the Staff of The NASDAQ Stock Market ( NASDAQ ) indicating that the Company had failed to regain compliance with NASDAQ s minimum bid price requirement of \$1.00 per share for continued listing of the Company s common stock on The NASDAQ Capital Market as set forth in Marketplace Rule 4310(c)(4) (the Staff Determination ). As a result, Insmmed s common stock would be subject to delisting unless the Company requests a hearing before The NASDAQ Listing Qualifications Panel ( the Panel ). Insmmed intends to request a hearing before the Panel to review the Staff Determination. The request will stay the delisting of the Company s common stock pending the decision of the Panel. There can be no assurance, however, that the Panel will reverse the Staff Determination.

If the Panel does not reverse the Staff Determination, Insmmed s common stock will be delisted from The NASDAQ Capital Market. Following such delisting, the Company s common stock may become eligible for quotation and trading on the OTC Bulletin Board. To be eligible to trade on the OTC Bulletin Board, a market maker would have to make an application to register and quote the Company s common stock in accordance with SEC Rule 15c2-11 and such application would have to be cleared.

The Company issued a press release on June 23, 2008 to announce the Staff Determination, a copy of which is attached hereto as Exhibit 99.1.

Information contained herein, including the Exhibit attached hereto shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act ), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

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

(d) Exhibits

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 99.1               | Press Release issued by Insmmed Incorporated on June 23, 2008. |

**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.

**Insmmed Incorporated**

Date: June 23, 2008

By: /s/ Kevin P. Tully  
Name: Kevin P. Tully C.G.A.,  
Title: Executive Vice President & Chief Financial Officer

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**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 99.1               | Press Release issued by Insmmed Incorporated on June 23, 2008 |

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