

Edgar Filing: LEXICON GENETICS INC/TX - Form 8-K

LEXICON GENETICS INC/TX

Form 8-K

October 23, 2006

=====

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 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): OCTOBER 20, 2006

LEXICON GENETICS INCORPORATED
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE	000-30111	76-0474169
(STATE OR OTHER JURISDICTION OF INCORPORATION OR ORGANIZATION)	(COMMISSION FILE NUMBER)	(I.R.S. EMPLOYER IDENTIFICATION NUMBER)

8800 TECHNOLOGY FOREST PLACE
THE WOODLANDS, TEXAS 77381
(ADDRESS OF PRINCIPAL EXECUTIVE
OFFICES AND ZIP CODE)

(281) 863-3000
(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 obligations 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))

=====

ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

Edgar Filing: LEXICON GENETICS INC/TX - Form 8-K

On October 20, 2006, Lexicon Genetics Incorporated (the "Company") entered into a Placement Agency Agreement with Banc of America Securities LLC and Lazard Capital Markets LLC relating to the offering, issuance and sale to selected institutional investors (the "Investors") of up to 10,582,011 shares (the "Shares") of the Company's common stock, par value \$.001 per share. On October 20, 2006, the Company also entered into a Purchase Agreement with each of the Investors for their purchase of the Shares. On October 23, 2006, the Company issued a press release announcing the offering. The Placement Agency Agreement, form of Purchase Agreement, and press release are filed as Exhibits 1.1, 10.1 and 99.1 to this report, respectively, and are each incorporated herein by reference.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

EXHIBIT NO. -----	DESCRIPTION -----
1.1	-- Placement Agency Agreement with Banc of America Securities LLC and Lazard Capital Markets LLC dated October 20, 2006
5.1	-- Opinion of Vinson & Elkins L.L.P.
10.1	-- Form of Purchase Agreement with selected institutional investors dated October 20, 2006
23.1	-- Consent of Vinson & Elkins L.L.P. (included in Exhibit 5.1)
99.1	-- Press Release dated October 23, 2006

2

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 thereunto duly authorized.

LEXICON GENETICS INCORPORATED

Date: October 23, 2006

By: /s/ JEFFREY L. WADE

Jeffrey L. Wade
Executive Vice President and
General Counsel

3

INDEX TO EXHIBITS

EXHIBIT NO. -----	DESCRIPTION -----
----------------------	----------------------

Edgar Filing: LEXICON GENETICS INC/TX - Form 8-K

- 1.1 -- Placement Agency Agreement with Banc of America Securities LLC and Lazard Capital Markets LLC dated October 20, 2006
- 5.1 -- Opinion of Vinson & Elkins L.L.P.
- 10.1 -- Form of Purchase Agreement with selected institutional investors dated October 20, 2006
- 23.1 -- Consent of Vinson & Elkins L.L.P. (included in Exhibit 5.1)
- 99.1 -- Press Release dated October 23, 2006