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ZONAGEN INC
Form 8-K
June 28, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT FILED PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

DATE OF REPORT
(DATE OF EARLIEST EVENT REPORTED): JUNE 28, 2004

ZONAGEN, INC.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE	0-21198	76-0233274
(STATE OR OTHER JURISDICTION OF INCORPORATION OR ORGANIZATION)	(COMMISSION FILE NUMBER)	(I.R.S. EMPLOYER IDENTIFICATION NO.)

2408 TIMBERLOCH PLACE, SUITE B-1
THE WOODLANDS, TEXAS 77380
(ADDRESS OF PRINCIPAL
EXECUTIVE OFFICES
AND ZIP CODE)

(281) 719-3400
(REGISTRANT'S TELEPHONE
NUMBER, INCLUDING AREA
CODE)

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ITEM 5. OTHER INFORMATION

On June 28, 2004, Zonagen, Inc. (the "Company") announced in a press release that. Nasdaq informed the Company that it no longer meets National Market listing requirements and would be delisted. Zonagen also indicated that it expects its common stock to trade on the Nasdaq SmallCap Market.

A copy of the Company's press release is attached hereto as Exhibit 99.1. The press release is incorporated by reference herein and the foregoing description of the press release is qualified in its entirety by reference to the attached exhibit.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

c. Exhibits

Exhibit Number -----	Description -----
99.1	Press Release dated June 28, 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.

ZONAGEN, INC.

Date: June 28, 2004.

By: /s/ Louis Ploth, Jr.

Louis Ploth, Jr.
Vice President, Business Development and
Chief Financial Officer

EXHIBIT INDEX

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