

NANOGEN INC  
Form 8-K  
March 09, 2004

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## SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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### FORM 8-K

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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): March 4, 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 92121

(Address of Principal Executive Offices) (Zip Code)

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

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**Item 5. Other Events.**

On March 5, 2004, Nanogen, Inc. (the Company ) filed a prospectus supplement with the Securities and Exchange Commission relating to its issuance and sale of common stock in the public offering described in Item 9 of this report. The Company is filing the placement agency agreement relating to the offering as Exhibit 1.1 hereto.

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

(c) Exhibits.

1.1 Placement Agency Agreement dated as of March 4, 2004.

**Item 9. Regulation FD Disclosure.**

On March 5, 2005, the Company issued a press release announcing that it issued and sold 4,250,000 shares of its common stock pursuant to its effective shelf registration statement. The Company received approximately \$31.5 million from the sale, after deducting fees and expenses. Seven Hills Partners LLC acted as the placement agent to the Company for the offering. A copy of the press release dated March 5, 2004 is furnished as Exhibit 99.1 hereto.

**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: March 8, 2004

By: /s/ David Ludvigson

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David Ludvigson,  
Executive Vice President  
Chief Financial Officer and Treasurer

EXHIBIT INDEX

**Exhibit**

**Number**

**Description of Document**

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1.1 Placement Agency Agreement dated as of March 4, 2004

99.1 Press release dated March 5, 2004