

NANOGEN INC  
Form 8-K  
June 10, 2005

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**UNITED STATES**  
**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): June 9, 2005**

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**NANOGEN, INC.**

(Exact name of registrant specified in its charter)

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**Delaware**  
(State or other jurisdiction

of incorporation)

**000-23541**  
(Commission File Number)

**33-0489621**  
(I.R.S. Employer

Identification No.)

**10398 Pacific Center Court, San Diego, California**  
(Address of principal executive offices)

**92121**  
(Zip Code)

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

## Edgar Filing: NANOGEN INC - Form 8-K

(Former name and former address, if changed since last report)

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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 (*see* General Instruction A.2. below):

- .. 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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**Item 5.02. Results of Operations and Financial Condition.**

On June 9, 2005, Nanogen, Inc. (the Company ) issued a press release announcing that Frank H. Jellinick, Jr. and William G. Gerber, M.D. were elected to the Board of Directors of the Company at the 2005 Annual Meeting of Stockholders. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference. Mr. Jellinick was elected to Class II of the Company s Board of Directors and will serve a one year term expiring at the Company s 2006 Annual Meeting of Stockholders. Dr. Gerber was elected to Class III of the Company s Board of Directors and will serve a two year term expiring at the Company s 2007 Annual Meeting of Stockholders.

On June 9, 2005, Val Buonaiuto announced his intention to resign from the Company s Board of Directors, effective immediately. Mr. Buonaiuto had been a member of the Compensation Committee of the Board of Directors.

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

(c) Exhibits. The following documents are filed as exhibits to this report:

99.1 Press Release dated June 9, 2005.

**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.**

Date: June 9, 2005

By:           /s/ Robert Saltmarsh          

Name: Robert Saltmarsh  
Title: Chief Financial Officer