

AEROGEN INC  
Form 8-K  
October 07, 2003

**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): **September 10, 2003**

**AEROGEN, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation)

**0-31913**

(Commission File No.)

**33-0488580**

(IRS Employer Identification No.)

**2071 Stierlin Court  
Mountain View, CA 94043**

(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: **(650) 864-7300**

---

**Item 5. Other Events.**

On September 10, 2003, Aerogen, Inc., a Delaware corporation (the Company), closed the first round of a planned two-round convertible debt financing, which, when completed, will result in gross proceeds to Aerogen of between \$1.45 million and \$2.95 million from SF Capital Partners, Ltd. (the Financing). The first \$950,000 of the investment has been made available to the Company immediately; the remaining investment of between \$0.5 million and \$2 million is anticipated to close upon receipt of approval by the stockholders of the Company at a meeting scheduled for October 30, 2003. The transaction agreements effecting the Financing are attached as Exhibits 10.13, 10.14, 10.15 and 10.16 hereto. A press release announcing the financing is attached as Exhibit 99.1 hereto.

**Item 7. Financial Statements and Exhibits.**

(a) Financial statement of business acquired. Not applicable.

(b) Pro forma financial information. Not applicable.

(c) Exhibits

<b>Exhibit Number</b>	<b>Description</b>
10.13	Loan and Securities Purchase, dated as of September 9, 2003, by and between the Company and SF Capital Partners, Ltd. ( SF Capital ).
10.14	Debenture, dated as of September 9, 2003, issued by the Company in favor of SF Capital.
10.15	Registration Rights Agreement, dated as of September 9, 2003, by and between the Company and SF Capital.
10.16	Warrant, dated as of September 9, 2003, issued by the Company in favor of SF Capital.
99.1	Press Release, dated September 11, 2003, entitled Aerogen, Inc. Announces First Closing of Private Offering of Convertible Debentures and Warrants.

**SIGNATURE**

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.

**AEROGEN, INC.**

Dated: October 7, 2003

By: /s/  
Name:  
Title:

Robert S. Breuil  
Robert S. Breuil  
Chief Financial Officer and Vice  
President of Corporate Development

**INDEX TO EXHIBITS**

<b>Exhibit Number</b>	<b>Description</b>
10.13	Loan and Securities Purchase, dated as of September 9, 2003, by and between the Company and SF Capital Partners, Ltd. ( SF Capital ).
10.14	Debenture, dated as of September 9, 2003, issued by the Company in favor of SF Capital.
10.15	Registration Rights Agreement, dated as of September 9, 2003, by and between the Company and SF Capital.
10.16	Warrant, dated as of September 9, 2003, issued by the Company in favor of SF Capital.
99.1	Press Release, dated September 11, 2003, entitled Aergen, Inc. Announces First Closing of Private Offering of Convertible Debentures and Warrants.