

NEOSE TECHNOLOGIES INC  
Form DEFA14A  
January 16, 2009

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

**SCHEDULE 14A**  
**(Rule 14a-101)**  
**INFORMATION REQUIRED IN PROXY STATEMENT**  
**SCHEDULE 14A INFORMATION**  
Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement  
 **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**  
 Definitive Proxy Statement  
 Definitive Additional Materials  
 Soliciting Material Pursuant to §240.14a-12

Neose Technologies, Inc.  
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.  
 Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
- |     |   |
|-----|---|
| (1) | Title of each class of securities to which transaction applies:   |
| (2) | Aggregate number of securities to which transaction applies:  |
| (3) | Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined): |
| (4) | Proposed maximum aggregate value of transaction:  |
| (5) | Total fee paid:   |
- Fee paid previously with preliminary materials.  
 Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
- |     |   |
|-----|---|
| (1) | Amount Previously Paid:                       |
| (2) | Form, Schedule or Registration Statement No.: |
| (3) | Filing Party:                                 |
| (4) | Date Filed:                                   |



**PRESS RELEASE**

**Neose Technologies Receives Additional Staff Determination from**

**Nasdaq Global Market**

HORSHAM, PA, January 16, 2009 Neose Technologies, Inc. (NasdaqGM: NTEC) today announced that on January 12, 2009 it received an additional Staff Determination from the NASDAQ Listing Qualifications Department (the Department) indicating that the Company's failure to hold an annual meeting of stockholders during its fiscal year ended December 31, 2008 constitutes an additional basis for delisting the Company's common stock from the Nasdaq Global Market pursuant to Marketplace Rules 4350(e), 4350(f) and IM-4350-8.

During 2008, the Company received a number of Staff Determinations from the Department indicating deficiencies related to its failure to satisfy certain Nasdaq listing standards. An appeal hearing was held on December 18, 2008 before the Nasdaq Listing Qualifications Panel (the Panel). The Panel will consider this additional deficiency in rendering its decision.

There can be no assurance that the Panel will grant the Company's request for continued listing, particularly in view of the multiple deficiencies that have been raised by the Department. In the event that the Panel denies the Company's request for continued listing on the Nasdaq Global Market, the Company expects that its common stock will be eligible to trade on the OTC Bulletin Board or Pink OTC Markets Inc.

**About Neose Technologies, Inc.**

Neose Technologies, Inc. is a clinical-stage biopharmaceutical company focused on the development of next-generation therapeutic proteins that are competitive with best-in-class protein drugs currently on the market. The lead candidates in its pipeline, GlycoPEG-GCSF for chemotherapy-induced neutropenia, and the GlycoPEGylated hemostasis compounds Factor VIIa, Factor VIII, and Factor IX, target markets with aggregate 2006 sales of approximately \$8 billion. For more information, please visit [www.neose.com](http://www.neose.com).

**CONTACTS:**

Neose Technologies, Inc.

A. Brian Davis

Sr. Vice President and Chief Financial Officer

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*Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995. Statements in this press release regarding our business that are not historical facts are forward-looking statements that involve risks and uncertainties. Among those risks and uncertainties are: the risk that the Panel will not grant the Company's request for continued listing and that the Company's common stock will not begin trading on the OTC Bulletin Board or the Pink OTC Markets Inc., as well as more specific risks and uncertainties set forth in the sections of the Company's Annual Report on Form 10-K for the year ended December 31, 2007, as amended, entitled Risk Factors and Special Note Regarding Forward-Looking Statements, and discussions of risk factors in the Company's subsequent SEC filings. Any of these risks and uncertainties could cause the Company's actual results to differ from those contained in the forward-looking statements.*

**Additional Information and Where to Find It**

In connection with stockholder approval of the Company's previously announced asset sales and planned liquidation, the Company has filed a definitive proxy statement and other materials with the SEC. Stockholders of the Company are advised to read the definitive proxy statement and any other relevant documents filed with the SEC because those documents will contain important information about the Company's previously announced asset sales and planned liquidation. Stockholders may obtain a free copy of the definitive proxy statement, and other documents filed with the SEC, at the SEC's web site at <http://www.sec.gov>. Free copies of these filings may also be obtained from the Company by directing a request to A. Brian Davis, Senior Vice President and Chief Financial Officer, Neose Technologies, Inc., 102 Rock Road, Horsham, Pennsylvania 19044 or at [www.neose.com](http://www.neose.com).

The Company and its directors, executive officers and other members of its management and employees may be deemed to be participants in the solicitation of proxies from the Company's stockholders in favor of the Company's previously announced asset sales and planned liquidation. Information regarding the Company's directors and executive officers is available in Amendment No. 1 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2007 filed with the SEC on April 29, 2008. Additional information regarding the interests of such potential participants is included in the definitive proxy statement and the other relevant documents filed with the SEC.