

NEOGEN CORP  
Form 8-K  
September 28, 2004

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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) September 27, 2004

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**NEOGEN CORPORATION**

(Exact name of registrant as specified in its charter)

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**MICHIGAN**  
(State or other jurisdiction  
of incorporation)

**0-17988**  
(Commission File Number)

**38-2367843**  
(IRS Employer  
Identification No.)

**620 Leshar Place Lansing, Michigan**  
(Address of principal executive offices)

**48912**  
(Zip Code)

Registrant's telephone number, including area code 517-372-9200

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**(Former name or 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 8.01 Other Events**

Neogen Corporation (the Company) is providing updated information relating to the Company's outstanding common stock and options and warrants as of September 27, 2004. As of September 27, 2004, there were 8,089,542 shares of Company stock and 1,161,235 options and warrants for purchase of Company common stock, at an average price of \$10.86 per share, outstanding. Options for 87,136 shares of Company common stock have been exercised since May 31, 2004.

The following table presents information about the Company's equity compensation plans as of September 27, 2004:

<b>Plan Category</b>	<b>Number of Securities to be Issued  upon Exercise of Outstanding Options, Warrants and Rights (a)</b>	<b>Weighted Average Exercise Price of Outstanding Options, Warrants and Rights (b)</b>	<b>Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans (excluding Securities Reflected in Column (a)) (c)</b>
Equity compensation plans approved by security holders	1,115,610	\$ 10.86	151,606
Equity compensation plans not approved by security holders	45,625	11.01	
<b>Total</b>	<b>1,161,235</b>	<b>\$ 10.86</b>	<b>151,606</b>

In the future, the Company intends to grant all options and warrants under the Option Plan approved by shareholders.

**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.

NEOGEN CORPORATION  
(Registrant)

Date: September 27, 2004

/s/ Richard R. Current

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Richard R. Current  
Vice President & CFO