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Item 9.01 Financial Statements and Exhibits.

c) Exhibits

3.1 Certificate of Amendment to the Certificate of Designations of Series G Preferred Stock of Alteon, Inc.

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.

Alteon Inc.

By: /s/ Kenneth I. Moch

Kenneth I. Moch
President and Chief Executive Officer

Dated: October 7, 2004