

DISCOVERY PARTNERS INTERNATIONAL INC

Form 8-K

August 10, 2006

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**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): **August 9, 2006**

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**DISCOVERY PARTNERS INTERNATIONAL, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation)

**000-31141**

(Commission File Number)

**33-0655706**

(I.R.S. Employer  
Identification No.)

**9640 Towne Centre Drive  
San Diego, California**

(Address of principal executive offices)

**92121**

(Zip Code)

Registrant's telephone number, including area code: **(858) 455-8600**

**Not Applicable.**

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

## Edgar Filing: DISCOVERY PARTNERS INTERNATIONAL INC - Form 8-K

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:

- ☒ 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 2.02. Results of Operations and Financial Condition.**

On August 9, 2006, Discovery Partners International, Inc. issued a press release announcing, among other things, its financial results for the three and six month periods ended June 30, 2006. A copy of the press release is attached as Exhibit 99.1 to this Current Report.

The information in this Item 2.02 and Item 9.01, and Exhibit 99.1 attached hereto, is being furnished and shall not be deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, regardless of any general incorporation language in such filing.

**Item 8.01 Other Events.**

**Additional Information about the Merger and Where to Find It**

In connection with the proposed merger transaction with Infinity, on August 7, 2006 an amended registration statement was filed with and has been declared effective by the Securities and Exchange Commission that contains a proxy statement/prospectus. Investors and security holders of Discovery Partners and Infinity are urged to read the proxy statement/prospectus (including any amendments or supplements to the proxy statement/prospectus) regarding the proposed transaction because it contains important information about Discovery Partners, Infinity and the proposed transaction. Discovery Partners stockholders can obtain a free copy of the proxy statement/prospectus, as well as other filings containing information about Discovery Partners and Infinity, without charge, at the SEC's Internet site (<http://www.sec.gov>). Copies of the proxy statement/prospectus can also be obtained, without charge, by directing a request to Discovery Partners International, Inc., 9640 Towne Centre Drive, San Diego, CA 92121, Attention: Investor Relations, Telephone: (858) 455-8600.

**Participants in the Solicitation**

Discovery Partners and its directors and executive officers and Infinity and its directors and executive officers may be deemed to be participants in the solicitation of proxies from the stockholders of Discovery Partners in connection with the proposed transaction. Information regarding the special interests of these directors and executive officers in the merger transaction is included in the proxy statement/prospectus referred to above. Additional information regarding the directors and executive officers of Discovery Partners is also included in Discovery Partners proxy statement for its 2006 Annual Meeting of Stockholders, which was filed with the SEC on April 6, 2006. This document is available free of charge at the SEC's web site (<http://www.sec.gov>) and from Discovery Partners Investor Relations at the address listed above.

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

(d) Exhibits

99.1 Press release dated August 9, 2006 of Discovery Partners International, Inc.

**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 hereunto duly authorized.

**DISCOVERY PARTNERS INTERNATIONAL, INC.**

Dated: August 9, 2006

|        |                                                                                          |
|--------|------------------------------------------------------------------------------------------|
| By:    | /s/ Craig Kussman                                                                        |
| Name:  | Craig Kussman                                                                            |
| Title: | Chief Financial Officer, Senior Vice President,<br>Finance and Administration, Secretary |

**INDEX TO EXHIBITS**

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