

BIOPHAN TECHNOLOGIES INC  
Form 8-K  
October 09, 2007

**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): October 3, 2007

**BIOPHAN TECHNOLOGIES, INC.**  
(Exact name of registrant as specified in its charter)

|   |                          |                                      |
|---|--------------------------|--------------------------------------|
| <u>Nevada</u>   | <u>000-26057</u>         | <u>82-0507874</u>                    |
| (State or Other Jurisdiction of<br>Incorporation or Organization) | (Commission File Number) | (IRS Employer Identification<br>No.) |

15 Schoen Place, Pittsford, New York 14534  
(Address of principal executive offices) (Zip Code)

Copies to:  
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N/A  
(Former name or former address, if changed since last report)

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 1.01 Entry into a Material Definitive Agreement.**

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On October 3, 2007, Michael L. Weiner, the Company's President and a member of the Board of Directors, tendered his resignation from those positions effective immediately and simultaneously entered into a Severance and Covenants Agreement with the Company.

**Item 7.01 Regulation FD Disclosure.**

On October 8, 2007, the Company announced the resignation of Michael L. Weiner as President and a member of the Board of Directors. A copy of the press release that discusses this matter is attached hereto as Exhibit 99.1 and is incorporated by reference in this Item 7.01. In accordance with Regulation FD, this current report is being filed to publicly disclose all information that was provided in the press release. This report under Item 7.01 is not deemed an admission as to the materiality of any information in this report that is required to be disclosed solely by Regulation FD.

**Item 9.01 Exhibits.**

| <b>Exhibit Number</b> | <b>Description</b>  |
|-----------------------|---|
| 10.1                  | Severance and Covenants Agreement dated October 3, 2007           |
| 99.1                  | Press Release of Biophan Technologies, Inc. dated October 8, 2007 |

**SIGNATURES**

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**BIOPHAN TECHNOLOGIES, INC.**

Dated: October 8, 2007

By: /s/ John F. Lanzafame

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Name: John F. Lanzafame  
Title: Chief Executive Officer

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