

CYTOGEN CORP  
Form 8-K  
May 11, 2005

**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): May 5, 2005

CYTOGEN CORPORATION

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(Exact Name of Registrant as Specified in Charter)

Delaware  
(State or Other Jurisdiction  
of Incorporation)

000-14879  
(Commission File Number)

22-2322400  
(I.R.S. Employer  
Identification No.)

650 College Road East, CN 5308, Suite 3100, Princeton, NJ  
(Address of Principal Executive Offices)

08540  
(Zip Code)

Registrant's telephone number, including area code: (609) 750-8200

(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))

**Item 5.03 Amendments to Articles of Incorporation or By-Laws; Change in Fiscal Year.**

On May 5, 2005, the Board of Directors (the Board) of Cytogen Corporation (the Company) resolved to immediately amend Article III, Section 2 of the Company's By-Laws to increase the maximum number of directors permitted to serve on the Board to up to nine. The Company's Amended and Restated By-Laws are attached hereto as Exhibit 3.1 and incorporated herein by reference. The foregoing description of the Amended and Restated By-Laws is qualified in its entirety by reference to such Exhibit.

**Item 9.01 Financial Statements and Exhibits**

(c) Exhibits.

| <u>Exhibit No.</u> | <u>Description</u>                                  |
|--------------------|---|
| 3.1                | Amended and Restated By-Laws of Cytogen Corporation |

**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.

CYTOGEN CORPORATION

By: /s/ Michael D. Becker  
Michael D. Becker

President and Chief Executive Officer

Dated: May 11, 2005

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**EXHIBIT INDEX**

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