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BIOGENTECH CORP  
Form 8-K  
September 16, 2003

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): September 8, 2003

Commission File Number: 000-49620

Biogenetech Corporation

-----  
(Exact name of registrant as specified in its charter)

Nevada

91-1868007

-----  
(State or other jurisdiction of  
incorporation or organization)

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

2445 McCabe Way, Suite 150, Irvine, California

92614

-----  
(Address of principal executive offices)

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(Zip Code)

949.757.0001

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(Registrant's Telephone Number, Including Area Code)

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(Former name, if changed since last report)

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(Former Address and Telephone Number of Principal Executive Offices)

ITEM 5. OTHER EVENTS AND REGULATION FD DISCLOSURE.

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On September 8, 2003 we entered into an 8% convertible note in the amount of \$600,000 (the "Note") with Gryphon Master Fund, L.P. ("Gryphon"). In conjunction with signing the Note, we also issued Gryphon three year warrants to purchase, at any time, 90,000 common shares of Biogenetech Corp.'s at \$2.88 per share. The Note is due and payable in three years and is convertible, at any time, to

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Biogentech Corp. common shares at \$2.00 per share. Finally, we entered into a registration rights agreement wherein we are required to file, within 30 days of the execution of the Note, a registration statement to register the underlying shares issuable to Gryphon. The Purchase Agreement, Note, Warrant Agreement and Registration Rights Agreement are attached hereto as exhibits.

INDEX TO EXHIBITS

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10.1 Purchase Agreement dated September 8, 2003 between Biogentech Corp. and Gryphon Master Fund, L.P. The Note, Warrant Agreement and Registration Rights Agreement are attached as exhibits to the Purchase Agreement.

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, thereunto duly authorized.

Biogentech Corporation

September 12, 2003

By: /s/ Chaslav Radovich  
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Chaslav Radovich, President