

Edgar Filing: IMMTECH INTERNATIONAL INC - Form 8-K

IMMTECH INTERNATIONAL INC
Form 8-K
July 27, 2004

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): July 26, 2004

IMMTECH INTERNATIONAL, INC.
(Exact Name of Registrant as Specified in its Charter)

| | | |
|--|----------------------------------|---|
| Delaware (State or Other Jurisdiction of Incorporation) | 8733 (Commission File Number) | 39-1523370 (I.R.S. Employer Identification No.) |
|--|----------------------------------|---|

| | |
|--|---------------------|
| 150 Fairway Drive, Suite 150, Vernon Hills, Illinois (Address of Principal Executive Offices) | 60061 (Zip Code) |
|--|---------------------|

Registrant's telephone number, including area code: (847) 573-0033

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

Item 5. Other Events.

Pricing of Public Offering

On July 26, 2004, Immtech International, Inc. (the "Registrant") entered into an Underwriting Agreement (the "Underwriting Agreement") with Jefferies & Company, Inc. The Underwriting Agreement relates to the offering and sale of up to 899,999 shares of the Registrant's common stock under the Registrant's Registration Statement on Form S-3 (Nos. 333-108278 and 333-117677). The sale is scheduled to close on July 30, 2004. A copy of the Underwriting Agreement is filed as Exhibit 1.1 to this Report on Form 8-K.

Exhibit 5.1 to this Report on Form 8-K sets forth the opinion of Cadwalader, Wickersham & Taft LLP with respect to 150,000 shares to be sold pursuant to the Underwriting Agreement which were registered on Form S-3 pursuant to Rule 462(b) under the Securities Act of 1933 (No. 333-117677) and filed with the U.S. Securities and Exchange Commission on July 26, 2004.

A press release announcing the sale of the shares is filed as Exhibit 99.1

Item 7. Financial Statements and Exhibits.

(c) The following exhibits are filed with this report:

| Exhibit Number | Description |
|----------------|-------------|
| ----- | |

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- 1.1 Form of Underwriting Agreement
- 5.1 Opinion of Cadwalader, Wickersham & Taft LLP dated July 26, 2004
- 99.1 Press Release dated July 27, 2004

SIGNATURES

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

IMMTECH INTERNATIONAL, INC.

By: /s/ T. Stephen Thompson

Name: T. Stephen Thompson
Title: Chief Executive Officer and
President

Dated: July 27, 2004