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NEPHROS INC  
Form 8-K  
June 23, 2005

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) June 23, 2005

Nephros, Inc.

(Exact Name of Registrant as Specified in Charter)

Commission File Number: 001-32288

Delaware  
-----  
(State or other Jurisdiction  
of  
Incorporation)

13-3971809  
-----  
(I.R.S. Employer  
Identification No.)

3960 Broadway, New York, New York 10032

-----  
(Address of Principal Executive Offices)  
(Zip Code)

(212) 781-5113

-----  
(Registrant's telephone number, including area code)

Not Applicable

-----  
(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:

- 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 8.01. Other Events.

On June 23, 2005, Nephros, Inc. is holding its Annual Meeting of Stockholders, at which Nephros's President and Chief Executive Officer, Norman J. Barta, is giving an address accompanied by slides, the text of which is attached hereto as Exhibit 99.1. The information in this report shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liability of that Section.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits

99.1 Text of slides accompanying Norman Barta's address to the Annual Meeting of Stockholder on June 23, 2005.

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.

Date: June 23, 2005

INC.

NEPHROS,

By:

Marc L. Panoff  
Chief Financial Officer (Principal  
Financial and Accounting Officer)