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ATRIX LABORATORIES INC
Form 8-K
December 10, 2001

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

December 7, 2001

(Date of earliest event reported)

ATRIX LABORATORIES, INC.

(Exact name of Registrant as specified in its charter)

Delaware	0-18231	84-1043826
----- (State or Other Jurisdiction of Incorporation)	----- (Commission File No.)	----- (IRS Employer Identification No.)

2579 Midpoint Drive, Fort Collins, Colorado 80525
(Address of principal executive offices, including zip code)

(970) 482-5868

(Registrant's telephone number, including area code)

Item 5. Other Events.

On December 7, 2001, Atrix Laboratories, Inc. (the "Company") entered into an Underwriting Agreement dated December 7, 2001 with Banc of America Securities LLC (the "Underwriter"), with respect to the issuance and sale by the Company, and the purchase by the Underwriter, of an aggregate of 565,000 shares of the Company's \$.001 par value common stock, with an option to purchase from the Company an additional 84,750 shares of common stock to cover over-allotments. The Underwriting Agreement dated December 7, 2001 is attached hereto and incorporated herein by reference as Exhibit 1.01. Morrison & Foerster LLP, as counsel to the Company, has issued its opinion with respect to the legality of the shares of common stock issued pursuant to the Underwriting

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Agreement. The opinion is attached hereto and incorporated herein by reference as Exhibit 5.01.

Item 7. Exhibits and Financial Statements.

(c) Exhibits

1.01 Underwriting Agreement dated December 7, 2001.

5.01 Legal Opinion of Morrison & Foerster LLP.

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.

ATRIX LABORATORIES, INC.

By: /s/ Brian G. Richmond

Brian G. Richmond
Chief Financial Officer

Date: December 10, 2001

EXHIBIT INDEX

EXHIBIT NUMBER -----	DESCRIPTION -----
1.01	Underwriting Agreement dated December 7, 2001.
5.01	Legal Opinion of Morrison & Foerster LLP.