

NEOSE TECHNOLOGIES INC  
Form 8-K  
July 19, 2005

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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 12, 2005

Neose Technologies, Inc.

(Exact name of registrant as specified in its charter)

Delaware

000-27718

13-3549286

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

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

102 Witmer Road, Horsham, Pennsylvania

19044

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

215-315-9000

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 1.01 Entry into a Material Definitive Agreement.**

On July 12, 2005, we borrowed \$783,000 under a promissory note in favor of General Electric Capital Corporation ("GECC") to finance the purchase of equipment and facility improvements, which collateralize the amount borrowed.

The note has a principal amount of \$783,000 and pursuant to the terms of the note, we are required to pay monthly principal and interest payments over 48 months at an interest rate of 9.44%. If any of our monthly payments are not made within 10 days of their due date or if we are in default or fail to perform under the Master Security Agreement with GECC dated December 19, 2002 (the "Master Security Agreement"), any principal remaining unpaid under the note and any accrued interest shall become immediately due and payable, with interest thereon at the lesser of 18% or the maximum rate of interest allowed by applicable law.

We have an ongoing relationship with GECC for the provision of equipment acquisition and facility improvement financing. As of June 30, 2005, not including the note discussed above, the total amount outstanding to GECC with regard to such financing was \$5,964,000.

**Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

See Item 1.01.

“Safe Harbor” Statement under the Private Securities Litigation Reform Act of 1995: Statements in this report regarding our business that are not historical facts are “forward-looking statements” that involve risks and uncertainties. For a discussion of these risks and uncertainties, any of which could cause our actual results to differ from those contained in the forward-looking statement, see the section entitled “Factors Affecting the Company’s Prospects” in our Annual Report on Form 10-K for the year ended December 31, 2004.

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**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.

Neose Technologies, Inc.

*July 19, 2005*

By: *A. Brian Davis*

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*Name: A. Brian Davis*

*Title: Senior Vice President and Chief Financial Officer*