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NEOSE TECHNOLOGIES INC

Form SC 13G/A

May 27, 2008

SEC 1745 POTENTIAL PERSONS WHO ARE TO RESPOND TO THE COLLECTION OF
(02-02) INFORMATION CONTAINED IN THIS FORM ARE NOT REQUIRED TO RESPOND UNLESS
THE FORM DISPLAYS A CURRENTLY VALID OMB CONTROL NUMBER.

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13G/A
(RULE 13D-102)

OMB APPROVAL
OMB Number:
3235-0145
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response.....11

INFORMATION STATEMENT PURSUANT TO RULES 13D-1 AND 13D-2
UNDER THE SECURITIES EXCHANGE ACT OF 1934

NEOSE TECHNOLOGIES, INC.
(Name of Issuer)

COMMON STOCK
(Title of Class of Securities)

640522108
(CUSIP Number)

MAY 19, 2008
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO. 640522108

- 1. NAMES OF REPORTING PERSONS. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Potomac Capital Management LLC
13-3984298

- 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(A)

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(B) []

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
New York

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5. SOLE VOTING POWER 1,484,635
	6. SHARED VOTING POWER 0
	7. SOLE DISPOSITIVE POWER 1,484,635
	8. SHARED DISPOSITIVE POWER

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
The Reporting Persons own an aggregate of 1,484,635 shares consisting of 1,345,026 shares of common stock and warrants to purchase 139,609 shares of common stock, representing in the aggregate 2.72% of the issued and outstanding shares.

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) []

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
2.72%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
HC; OO (Limited Liability Company)

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CUSIP NO. 640522108

1. NAMES OF REPORTING PERSONS. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Potomac Capital Management Inc.
13-3984786

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(A) []
(B) []

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION
New York

NUMBER OF SHARES BENEFICIALLY	5. SOLE VOTING POWER 2,009,598
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- OWNED BY EACH REPORTING PERSON WITH
6. SHARED VOTING POWER
0
7. SOLE DISPOSITIVE POWER
2,009,598
8. SHARED DISPOSITIVE POWER
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
The Reporting Persons own an aggregate of 2,009,598 shares consisting of 1,815,049 shares of common stock and warrants to purchase 194,549 shares of common stock, representing in the aggregate 3.68% of the issued and outstanding shares.
10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS) []
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
3.68%
12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
HC; CO

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CUSIP NO. 640522108

1. NAMES OF REPORTING PERSONS. I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
- Paul J. Solit
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(A) []
(B) []
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION
- NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
5. SOLE VOTING POWER
19,000
6. SHARED VOTING POWER
3,494,233
7. SOLE DISPOSITIVE POWER
19,000
8. SHARED DISPOSITIVE POWER
3,494,233
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
The Reporting Persons own an aggregate of 3,513,233 shares consisting of 3,179,075 shares of common stock and warrants to purchase 334,158 shares of common stock; representing in the aggregate 6.41% of the issued and outstanding shares.

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10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
(SEE INSTRUCTIONS) []
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
- 6.41%
12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
- IN; HC

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ITEM 1.

- (A) NAME OF ISSUER
Neose Technologies Inc.
- (B) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES
102 Witmer Road
Horsham, Pennsylvania 19044

ITEM 2.

- (A) NAME OF PERSON FILING
- This statement is being filed by
(i) Potomac Capital Management LLC;
(ii) Potomac Capital Management Inc.; and
(iii) Paul J. Solit..
- (B) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE
(i), (ii), and (iii)
825 Third Avenue, 33rd Floor
New York, New York 10022
- (C) CITIZENSHIP
(i) New York (ii) New York (iii) U.S.
- (D) TITLE OF CLASS OF SECURITIES
Common Stock, no par value
- (E) CUSIP NUMBER
640522108

ITEM 3. Not Applicable

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ITEM 4. OWNERSHIP

PROVIDE THE FOLLOWING INFORMATION REGARDING THE AGGREGATE NUMBER
AND PERCENTAGE OF THE CLASS OF SECURITIES OF THE ISSUER IDENTIFIED
IN ITEM 1.

- Potomac Capital Management LLC
- (A) AMOUNT BENEFICIALLY OWNED: 1,484,635 shares consisting of
1,345,026 shares of common stock and warrants to purchase

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- 139,609 shares of common stock.
- (B) PERCENT OF CLASS: 2.72%
- (C) NUMBER OF SHARES AS TO WHICH THE PERSON HAS:
- (I) SOLE POWER TO VOTE OR TO DIRECT THE VOTE 1,484,635
 - (II) SHARED POWER TO VOTE OR TO DIRECT THE VOTE 0
 - (III) SOLE POWER TO DISPOSE OR TO DIRECT THE DISPOSITION OF 1,484,635

- Potomac Capital Management Inc.
- (A) AMOUNT BENEFICIALLY OWNED: 2,009,598 shares consisting of 1,815,049 shares of common stock and warrants to purchase 194,549 shares of common stock
- (B) PERCENT OF CLASS: 3.68%
- (C) NUMBER OF SHARES AS TO WHICH THE PERSON HAS:
- (I) SOLE POWER TO VOTE OR TO DIRECT THE VOTE 2,009,598
 - (II) SHARED POWER TO VOTE OR TO DIRECT THE VOTE 0
 - (III) SOLE POWER TO DISPOSE OR TO DIRECT THE DISPOSITION OF 2,009,598

- Paul J. Solit
- (A) AMOUNT BENEFICIALLY OWNED: 3,513,233 shares consisting of 3,179,075 shares of common stock and warrants to purchase 334,158 shares of common stock.
- (B) PERCENT OF CLASS: 6.41%
- (C) NUMBER OF SHARES AS TO WHICH THE PERSON HAS:
- (I) SOLE POWER TO VOTE OR TO DIRECT THE VOTE 19,000
 - (II) SHARED POWER TO VOTE OR TO DIRECT THE VOTE 3,494,233
 - (III) SOLE POWER TO DISPOSE OR TO DIRECT THE DISPOSITION OF 19,000

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this Statement is being filed to report the fact that as of the date hereof the Reporting Persons have ceased to be the beneficial owner of more than five percent of the class of securities, check the following []

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

Not Applicable.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON

See Exhibit A attached hereto.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not Applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not Applicable.

ITEM 10. CERTIFICATION

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated this 23rd day of May, 2008

POTOMAC CAPITAL MANAGEMENT LLC

By: /s/ Paul J. Solit

Paul J. Solit, Managing Member

POTOMAC CAPITAL MANAGEMENT INC.

By: /s/ Paul J. Solit

Paul J. Solit, President

PAUL J. SOLIT

By: /s/ Paul J. Solit

Paul J. Solit

EXHIBIT INDEX

The following exhibits are filed with this report on Schedule 13G/A:

- | | |
|-----------|--|
| Exhibit A | Identification of entities which acquired the shares which are the subject of this report on Schedule 13G/A. |
| Exhibit B | Joint Filing Agreement dated May 23, 2008 among Potomac Capital Management LLC, Potomac Capital Management, Inc., and Paul J. Solit. |