

Edgar Filing: KERYX BIOPHARMACEUTICALS INC - Form 8-K

=====

ITEM 8.01. OTHER EVENTS.

On July 14, 2005, Keryx Biopharmaceuticals, Inc. (the "Company") priced an offering of 5,030,000 shares of its \$0.001 par value common stock (the "Common Stock"). On July 15, 2005, the underwriters of the offering exercised their over-allotment option and purchased an additional 750,000 shares of Common Stock. The transaction closed on Wednesday, July 20, 2005, and the Company received net proceeds of approximately \$76.3 million from the offering.

The Company registered the sale of the Shares with the Securities and Exchange Commission (the "Commission") pursuant to a Registration Statement on Form S-3 (File No. 333-119376) (the "Registration Statement") filed on September 29, 2004, and declared effective by the SEC on October 13, 2004, covering 5,000,000 shares of the Company's Common Stock, and the registration statement of Form S-3 (File No. 333-126494) (the "Rule 462 Registration Statement") on Form S-3, filed on July 11, 2005, by the Company with the Commission pursuant to Rule 462 of the Securities Act of 1933, as amended, covering 780,000 shares of Common Stock. The Company is filing this Current Report on Form 8-K in order to cause certain information contained herein and in the exhibits hereto to be incorporated into the Registration Statement and the Rule 462 Registration Statement by reference. By filing this Current Report on Form 8-K, however, the Company does not believe that any of the information set forth herein or in the exhibits hereto represents, either individually or in the aggregate, a "fundamental change" (as such term is used in item 512(a)(1)(ii) of Regulation S-K) in the information set forth in the Registration Statement or the Rule 462 Registration Statement.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits

The following exhibits are filed as a part of this report:

EXHIBIT NUMBER -----	DESCRIPTION -----
Exhibit No.	Description
1.1*	Underwriting Agreement, dated as of July 14, 2005, by and among the Company and J.P. Morgan Securities Inc., as Representative of the several Underwriters listed in Schedule 1 thereto.
5.1*	Opinion of Alston & Bird LLP, as counsel to the Company, regarding the legality of the Shares.
23.2*	Consent of Alston & Bird LLP, as counsel to the Company (included in Exhibit 5.2).
99.1	Other Expenses of Issuance and Distribution (as required by Item 14 of Form S-3).

* Exhibit number corresponds to the exhibit list contained in the

Edgar Filing: KERYX BIOPHARMACEUTICALS INC - Form 8-K

Registration Statement.

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.

KERYX BIOPHARMACEUTICALS, INC.
(Registrant)

Date: July 20, 2005

By: /s/ Ron Bentsur

Ron Bentsur
Vice President, Finance and
Investor Relations

INDEX TO EXHIBITS

EXHIBIT NUMBER -----	DESCRIPTION -----
Exhibit No.	Description
1.1*	Underwriting Agreement, dated as of July 14, 2005, by and among the Company and J.P. Morgan Securities Inc., as Representative of the several Underwriters listed in Schedule 1 thereto.
5.1*	Opinion of Alston & Bird LLP, as counsel to the Company, regarding the legality of the Shares.
23.2*	Consent of Alston & Bird LLP, as counsel to the Company (included in Exhibit 5.2).
99.1	Other Expenses of Issuance and Distribution (as required by Item 14 of Form S-3).

* Exhibit number corresponds to the exhibit list contained in the Registration Statement.