

Edgar Filing: AEROGEN INC - Form NT 10-K

fifth calendar day following the prescribed due date; and

- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

**PART III
NARRATIVE**

State below in reasonable detail the reasons why Forms 10-K, 11-K, 20-F, 10-Q, N-SAR, N-CSR or the transition report or portion thereof could not be filed within the prescribed time period.

The Registrant is unable to file its Annual Report on Form 10-K for the Fiscal Year Ended December 31, 2003 (the "Form 10-K") due to the fact that its limited resources and personnel have been fully deployed on matters related to the recently announced equity financing, described in the Registrant's Current Report filed on Form 8-K on March 26, 2004. The Registrant and its auditors require additional time to prepare and review the Form 10-K, which the Registrant intends to file on or before April 14, 2004.

**PART IV
OTHER INFORMATION**

- (1) Name and telephone number of person to contact in regard to this notification

Robert S. Breuil
(Name)

650
(Area code)

864-7300
(Telephone Number)

- (2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or

for such shorter period that the registrant was required to file such report(s) been filed? If the answer is no, identify report(s).

- Yes No

- (3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

- Yes No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

AEROGEN, INC.

(Name of registrant as specified in charter)

Has caused this notification to be signed on its behalf by the undersigned thereunto duly authorized.

Date: March 29, 2004

By: /s/ ROBERT S. BREUIL

Robert S. Breuil, Chief Financial Officer

QuickLinks

NOTIFICATION OF LATE FILING

PART I REGISTRANT INFORMATION

PART II RULE 12b-25(b) AND (c)

PART III NARRATIVE

PART IV OTHER INFORMATION

AEROGEN, INC. (Name of registrant as specified in charter)