

INTROGEN THERAPEUTICS INC

Form 8-K

March 05, 2004

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**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 earliest
Date of Report event reported): March 5, 2004

Introgen Therapeutics, Inc.

(Exact name of registrant as specified in its charter)

Delaware

0-21291

74-2704230

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

301 Congress Avenue, Suite 1850, Austin, Texas

78701

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (512) 708-9310

(Former name or former address, if changed since last report)

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Item 7. Exhibits.

(c) Exhibits.

99.1 Press Release dated March 5, 2004.

Item 9. Regulation FD Disclosure.

On March 5, 2004, Introgen Therapeutics, Inc. (the Company) issued a press release announcing its plans to offer up to 6,325,000 shares of its common stock in an underwritten public offering (including 825,000 shares issuable upon exercise of the underwriters' over-allotment option, if any) pursuant to its already effective shelf registration statement. The press release is being filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein.

Neither the filing of any press release as an exhibit to this Current Report on Form 8-K nor the inclusion in such press release of a reference to the Company's Internet address shall, under any circumstances, be deemed to incorporate the information available at such Internet address into this Current Report on Form 8-K. The information available at the Company's Internet address is not part of this Current Report on Form 8-K or any other report filed by the Company with the Securities and Exchange Commission.

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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.

Dated: March 5, 2004

INTROGEN THERAPEUTICS, INC.

/s/ James W. Albrecht, Jr.

James W. Albrecht, Jr.
Chief Financial Officer

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Exhibit Number	Description of Document
99.1	Press Release dated March 5, 2004.