

NANOGEN INC  
Form 8-K  
February 08, 2006

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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): February 7, 2006

**NANOGEN, INC.**

(Exact name of registrant specified in its charter)

**Delaware**  
(State or other jurisdiction of incorporation)

**000-23541**  
(Commission File Number)

**33-0489621**  
(I.R.S. Employer Identification No.)

**10398 Pacific Center Court, San Diego, California**  
(Address of principal executive offices)

**92121**  
(Zip Code)

Registrant's telephone, including area code: (858) 410-4600

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(Former name and 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:

## Edgar Filing: NANOGEN INC - Form 8-K

- .. 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 7.01 Regulation FD Disclosure**

On February 7, 2006, Nanogen, Inc. ( Nanogen ) issued a press release announcing the completion of its acquisition of the rapid cardiac immunoassay test business from Spectral Diagnostics Inc. ( Spectral Diagnostics ). A copy of the press release is furnished as Exhibit 99.1 hereto.

**Item 8.01. Other Events**

On February 6, 2006, Nanogen completed the acquisition of the rapid cardiac immunoassay test business from Spectral Diagnostics. The total consideration for the transaction was approximately CDN\$9 million or US\$7.87 million, comprised of CDN\$5.65 million or US\$4.94 million in cash and CDN\$3.35 million or US\$2.93 million in Nanogen common shares.

**Item 9.01. Financial Statements and Exhibits.**

99.1 Press Release of Nanogen, Inc., dated February 7, 2006.

**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.

**NANOGEN, INC.**

Date: February 7, 2006

By: /s/ Robert Saltmarsh  
Name: Robert Saltmarsh  
Title: Chief Financial Officer