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ALTEON INC /DE  
Form 8-K  
December 24, 2002

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 or 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
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Date of report (Date of earliest event reported) December 20, 2002

ALTEON INC.

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(Exact Name of Registrant as Specified in Charter)

Delaware	001-16043	13-3304550
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(State or Other Juris- diction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

170 Williams Drive, Ramsey, New Jersey	07446
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(Address of Principal Executive Offices)	(Zip Code)

Registrant's telephone number, including area code (201) 934-5000

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(Former Name or Former Address, If Changed Since Last Report)

Item 5. Other Events

On December 20, 2002, Alteon Inc. ("Alteon") entered into a Stock Purchase Agreement with the purchasers named therein (the "Purchasers") pursuant to which the Purchasers will purchase 1,714,285 shares of Alteon's common stock. This sale is made under Alteon's shelf registration statement (Registration No. 333-56512) relating to the possible sale from time to time of Alteon's common stock.

On December 23, 2002, Alteon issued the press release which is attached as Exhibit 99.1 hereto.

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Item 7. Financial Statements, Pro Forma Financial Information and Exhibits

(c) Exhibits

10.1 Stock Purchase Agreement dated December 20, 2002 between Alteon Inc. and the Purchasers named therein.

99.1 Press Release dated December 23, 2002.

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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.

Alteon Inc.

By: /s/ Kenneth I. Moch

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Kenneth I. Moch  
President and Chief Executive Officer

Dated: December 23, 2002