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ALTEON INC /DE
Form 8-K
July 25, 2001

1

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) July 24, 2001

ALTEON INC.

(Exact Name of Registrant as Specified in Charter)

Delaware	0-19529	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

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

2

Item 5. Other Events

On July 24, 2001, Alteon Inc. ("Alteon") entered into an agreement to sell 4,200,000 shares of its common stock to U.S. Bancorp Piper Jaffray. 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 July 25, 2001, Alteon issued the press release which is attached as Exhibit 99 hereto.

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

(c) Exhibits

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1 Underwriting Agreement dated July 24, 2001 between Alteon Inc. and U.S.
Bancorp Piper Jaffray

99 Press Release dated July 25, 2001

3

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

Kenneth I. Moch

President and Chief Executive Officer

Dated: July 25, 2001