

DUSA PHARMACEUTICALS INC  
Form 8-K  
July 01, 2011

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 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): June 30, 2011  
DUSA PHARMACEUTICALS, INC.  
(Exact name of registrant as specified in its charter)**

**New Jersey**  
(State or other  
jurisdiction of  
incorporation)

**001-31533**  
(Commission File  
Number)

**22-3103129**  
(IRS Employer  
Identification  
Number)

**25 Upton Drive  
Wilmington, Massachusetts 01887**  
(Address of principal executive offices, including ZIP code)  
**(978) 657-7500**

(Registrant's telephone number, including area code)

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 (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Securities 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 1.01 Entry Into A Material Definitive Agreement.**

On June 30, 2011 (the Closing Date ), DUSA Pharmaceuticals, Inc. (the Company ), entered into an Asset Purchase Agreement (the Agreement ) with Acella Pharmaceuticals, LLC ( Acella ) pursuant to which the Company sold to Acella U.S. Patent No. 6,979,468 covering Nicomide<sup>®</sup>, together with the trademarks Nicomide<sup>®</sup> and Nicomide-T<sup>®</sup>, and related domain names (the Divested Assets ).

The Divested Assets were sold as of the Closing Date in exchange for cash consideration of \$750,000, all of which was paid at the closing. The Company ceased selling Nicomide<sup>®</sup> in June, 2008.

The Agreement includes customary representations, warranties and covenants for a transaction of this type.

**Item 2.01 Completion of Disposition of Assets**

The information provided in Item 1.01 of this Form 8-K is hereby incorporated into this Item 2.01.

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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.

DUSA PHARMACEUTICALS, INC.

Dated: July 1, 2011

By: /s/ Robert F. Doman  
Robert F. Doman, President and  
Chief Executive Officer