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HYBRIDON INC
Form 8-K
December 05, 2003

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): December 4, 2003

HYBRIDON, INC.

(Exact name of Registrant as Specified in its Charter)

| | | |
|---|--------------------------|--------------------------------------|
| Delaware | 0-027352 | 04-3072298 |
| ----- | ----- | ----- |
| (State or Other Jurisdiction of Incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

| | |
|---|-----------|
| 345 Vassar Street, Cambridge, Massachusetts | 02139 |
| ----- | ----- |
| (Address of Principal Executive Offices) | Zip Code) |

Registrant's telephone number, including area code: (617) 679-5500

Not Applicable

(Former Name or Former Address if Changed Since Last Report)

ITEM 5. OTHER EVENTS AND REQUIRED FD DISCLOSURE

On December 4, 2003, Hybridon, Inc. announced the results of a special meeting of stockholders held earlier that day at which a majority of stockholders approved amendments to Hybridon's Restated Certificate of Incorporation. At the meeting, holders of approximately 98% of the Company's Series A Preferred Stock and holders of over 68% of the Common Stock outstanding voted their shares in favor of the amendments.

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Hybridon also announced that its Common Stock would begin trading on the American Stock Exchange beginning at 9:30 a.m. ET on December 5, 2003 under the trading symbol "HBY".

The approved amendments reduce the per share liquidation preference of the Company's Series A Preferred Stock from \$100 to \$1, reduce the annual dividend rate on the Company's Series A Preferred Stock from 6.5% to 1% and provide that during the period from December 4, 2003 to February 2, 2004, holders of Series A Preferred Stock will be able to convert their shares of Series A Preferred Stock into a number of shares of Common Stock that is 25% greater than the number of shares that would otherwise have been issuable upon conversion of the Series A Preferred Stock. In addition, holders of Series A Preferred Stock have agreed to convert at least 46.3% of the Series A Preferred Stock outstanding into Common Stock at the improved conversion rate.

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.

Date: December 5, 2003

HYBRIDON, INC.

/s/ Robert G. Andersen

Robert G. Andersen
Chief Financial Officer and
Vice President of Operations