

# HALOZYME THERAPEUTICS INC

**FORM 8-K**  
(Current report filing)

Filed 7/31/2006 For Period Ending 7/27/2006

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Industry	Biotechnology & Drugs
Sector	Healthcare
Fiscal Year	12/31

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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**

July 27, 2006

**HALOZYME THERAPEUTICS, INC.**

(Exact name of registrant as specified in its charter)

Nevada	000-49616	88-0488686
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)
11588 Sorrento Valley Road, Suite 17, San Diego, California		92121
(Address of principal executive offices)		(Zip Code)

Registrant's telephone number, including area code: (858) 794-8889

Not Applicable

(Former name or 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 (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 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 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

On July 27, 2006, the Board of Directors of Halozyme Therapeutics, Inc. (the "Company"), pursuant to the Nevada Revised Statutes and the Bylaws of the Company, approved an increase in the authorized size of the Company's Board of Directors from six (6) directors to seven (7) directors, designating the newly created vacancy as a Class III directorship. On the same date, the Board elected Connie Matsui to fill the newly created vacancy on the Board as a Class III director. Ms. Matsui was also appointed as a member of the Company's Audit Committee. In connection with Ms. Matsui's election, she will receive the compensation and benefits payable to a non-employee director serving as a director and committee member pursuant to the Company's 2005 Outside Directors' Stock Plan.

The Company issued a press release announcing the election of Ms. Matsui on July 31, 2006. The press release is attached to this Form 8-K as Exhibit 99.1.

### Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On July 27, 2006, the Board of Directors of Halozyme Therapeutics, Inc. (the "Company"), pursuant to the Nevada Revised Statutes and the Bylaws of the Company, approved an amendment to the Company's Bylaws increasing the authorized size of the Company's Board of Directors from six (6) directors to seven (7) directors. The text of the revised language is attached to this Form 8-K as Exhibit 99.2. No other terms of the Bylaws were amended or revised.

### Item 9.01 Financial Statements and Exhibits.

#### (c) Exhibits.

Exhibit No.	Description
99.1	Press Release issued July 31, 2006.
99.2	Revised Section 3.2 to Amended and Restated Bylaws.

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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.

July 31, 2006

Halozyme Therapeutics, Inc.

By: /s/ David A. Ramsay  
**David A. Ramsay**  
**Secretary and Chief Financial Officer**



**Halozyme Contact**

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**HALOZYME THERAPEUTICS NAMES CONNIE MATSUI  
TO BOARD OF DIRECTORS**

**SAN DIEGO, July 31, 2006** — Halozyme Therapeutics, Inc. (AMEX: HTI), a biopharmaceutical company developing and commercializing recombinant human enzymes, today announced that Connie Matsui has been named to its Board of Directors. Ms. Matsui is Executive Vice President, Corporate Strategy and Communications of Biogen Idec (NASDAQ: BIIB).

“We are thrilled to welcome Connie Matsui to our Board,” said Jonathan Lim, MD, Halozyme’s President and CEO. “Connie brings 30 years of general management, marketing, business building, change management, and other invaluable experience to Halozyme. She has spent the last 14 years helping grow IDEC Pharmaceuticals from a \$30 million company when she first joined, into the industry powerhouse it is today. Connie’s career has taken her through a variety of prominent positions culminating in managing the corporate and communications strategy for Biogen Idec. She is very knowledgeable about the challenges and opportunities facing high growth biotechnology companies, and her strategic and operational experience will be invaluable to Halozyme, especially as we seek to take the company to the next level.”

Ms. Matsui has served as Biogen Idec’s Executive Vice President, Corporate Strategy and Communications since the merger between IDEC Pharmaceuticals and Biogen in November 2003. Ms. Matsui was previously Senior Vice President, Planning and Resource Development. She joined IDEC Pharmaceuticals in November 1992 as Senior Director, Planning and Resource Development with primary responsibility for strategic planning and human resources. In December 1994, Ms. Matsui was promoted to Vice President, Planning and Resource Development. In 2000, Ms. Matsui was promoted to Senior Vice President, overseeing investor relations, corporate communications, human resources, project management and strategic planning. From 1977 to 1991, she served in a variety of marketing and general management

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positions at Wells Fargo Bank, including Vice President and Manager responsible for Consumer Retirement Programs and Vice President and Manager in charge of company-wide Employee Relations and Communications. Ms. Matsui has been active on a number of not-for-profit boards and served as National President of the Girl Scouts of the USA from 1999 to 2002. Ms. Matsui received her B.A. and M.B.A. from Stanford University.

***About Halozyme Therapeutics, Inc.***

Halozyme is a biopharmaceutical company developing and commercializing recombinant human enzymes for the drug delivery, palliative care, oncology, and infertility markets. The company's portfolio of products is based on intellectual property covering the family of human enzymes known as hyaluronidases. Halozyme's recombinant human enzymes may replace current animal slaughterhouse-derived extracts that carry potential risks of animal pathogen transmission and immunogenicity. The company has received FDA approval for two products: Cumulase<sup>®</sup>, the first and only recombinant human hyaluronidase for cumulus removal in the IVF process; and Hylenex for use as an adjuvant to increase the absorption and dispersion of other injected drugs. The versatility of the first enzyme, rHuPH20, enables Halozyme to develop the product as a medical device, drug enhancement agent, and therapeutic drug.

***Safe Harbor Statement***

In addition to historical information, the statements set forth above include forward-looking statements (including, without limitation, statements concerning the progress towards commercializing its first products) that involve risk and uncertainties that could cause actual results to differ materially from those in the forward-looking statements. The forward-looking statements are also identified through use of the words "believe," "enable," "may," "will," "could," "intends," "estimate," "anticipate," "plan," "predict," "probable," "potential," "possible," "should," "continue," and other words of similar meaning. Actual results could differ materially from the expectations contained in forward-looking statements as a result of several factors, including regulatory approval requirements and competitive conditions. These and other factors that may result in differences are discussed in greater detail in the company's reports on Forms 10-KSB, 10-Q and other filings with the Securities and Exchange Commission.

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Section 3.2 of the Amended and Restated Bylaws of Halozyme Therapeutics, Inc. (“Halozyme”) was amended in its entirety by the Halozyme Board of Directors on July 27, 2006 to read as follows:

### 3.2 NUMBER OF DIRECTORS.

The Board of Directors shall consist of not fewer than four (4) nor more than nine (9) persons. The exact number of directors shall be seven (7) until changed, within the limits specified above, by a bylaw amending this Section 3.2, duly adopted by the Board of Directors or by the stockholders. The indefinite number of directors may be changed, or a definite number may be fixed without provision for an indefinite number, by a duly adopted amendment to the Articles of Incorporation or by an amendment to this bylaw duly adopted by the vote or written consent of holders of a majority of the outstanding shares entitled to vote. No reduction of the authorized number of directors shall have the effect of removing any director before that director’s term of office expires.