

INTROGEN THERAPEUTICS INC

Form 8-K

December 14, 2006

**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
Date of Report (Date of earliest event reported)
December 14, 2006 (December 14, 2006)**

Introgen Therapeutics, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

0-21291
(Commission File Number)

74-2704230
(IRS Employer
Identification No.)

**301 Congress Avenue, Suite 1850
Austin, Texas 78701**
(Address of principal executive offices, including zip code)
(512) 708-9310

(Registrant's telephone number, including area code)
(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:

- 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 1.01. Entry into a Material Definitive Agreement.

On December 14, 2006, Introgen Therapeutics, Inc. (the Company) entered into a Placement Agent Agreement with Mulier Capital Limited in connection with the registered direct offering of up to 4,986,500 shares of the Company s common stock (the Shares). The sale of the Shares is being made pursuant to the Company s Registration Statement on Form S-3 (File No. 333-107799), as amended, which was declared effective by the Securities and Exchange Commission on August 25, 2003 (the Shelf Registration Statement).

The Placement Agent Agreement is being filed as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated herein and incorporated by reference into the Shelf Registration Statement. The related opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation, is being filed as Exhibit 5.1 to this Current Report on Form 8-K and is incorporated herein and incorporated by reference into the Shelf Registration Statement.

On December 14, 2006, the Company issued a press release announcing the sale and issuance of the Shares to certain investors at a purchase price of \$4.80 per Share, resulting in gross proceeds to the Company of approximately \$24 million. The press release is being filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits.

Exhibit No. Description

5.1	Legal Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation, dated December 14, 2006.
10.1	Placement Agent Agreement dated December 13, 2006.
23.1	Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation, included in Exhibit 5.1
99.1	Press Release dated December 14, 2006.

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.

INTROGEN THERAPEUTICS, INC.

By: /s/ James W. Albrecht, Jr.
James W. Albrecht, Jr.
Chief Financial Officer

Date: December 14, 2006

EXHIBIT INDEX

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