PREDIX PHARMACEUTICALS HOLDINGS INC
Form 425
July 13, 2006

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**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): July 13, 2006**

**EPIX Pharmaceuticals, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**

(State or Other Jurisdiction of Incorporation)

| **000-21863** | **04-3030815** |
|---|---|
| (Commission File Number) | (IRS Employer Identification No.) |

**161 First Street, Cambridge, Massachusetts 02142**

(Address of Principal Executive Offices) (Zip Code)

**(617) 250-6000**

(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 (*see* General Instruction A.2. below):

þ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 8.01. Other Events.**

On July 13, 2006, EPIX Pharmaceuticals, Inc. (the Company ) issued a press release announcing that Schering AG has decided not to exercise its option for the Company s fibrin-binding imaging agent EP-2104R. Under the terms of the Company s agreement with Schering AG, the Company will retain full rights to the EP-2104R program. The Company intends to pursue a collaboration for the continued development of EP-2104R with other potential partners. A copy of the press release is attached to this Current Report on Form 8-K as Exhibit 99.1 and incorporated herein by reference.

**Item 9.01**. **Financial Statements and Exhibits**.

(d) The following exhibits are furnished with this report:

| Exhibit Number | Description |
|---|---|
| 99.1 | Press Release dated July 13, 2006 |

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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.

EPIX Pharmaceuticals, Inc.
(Registrant)

Date: July 13, 2006

/s/ Robert B. Pelletier

Robert B. Pelletier
*Executive Director of Finance and Principal Accounting Officer*