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MANHATTAN PHARMACEUTICALS INC

Form 8-K

August 15, 2003

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): August 15, 2003

MANHATTAN PHARMACEUTICALS, INC.
(Exact Name of Registrant as Specified in Charter)

Delaware (State or Other Jurisdiction of Incorporation)	000-27282 (Commission File Number)	36-3898269 (IRS Employer Identification No.)
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787 Seventh Avenue, 48th Floor New York, New York (Address of Principal Executive Offices)	10019 (Zip Code)
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Registrant's telephone number, including area code: (212) 554-4525

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

ITEM 5. OTHER EVENTS AND REQUIRED FD DISCLOSURE.

In accordance with the provisions of paragraph (d) of Rule 135c promulgated under the Securities Act of 1933, as amended, the Registrant has attached hereto as Exhibit 99.1 is its Preliminary Notice of Action to Be Taken by Written Consent of Stockholders in Lieu of a Special Meeting and Information Statement on Schedule 14C, which was filed with the Commission on August 15,

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2003.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

(c) Exhibits

99.1 Registrant's Preliminary Notice of Action to Be Taken
by Written Consent of Stockholders in Lieu of a
Special Meeting and Information Statement on Schedule
14C.

SIGNATURES

Pursuant to the requirements of the Securities and Exchange Act of
1934, the Registrant has duly caused this report to be signed on its behalf by
the undersigned hereunto duly authorized.

MANHATTAN PHARMACEUTICALS, INC.

Date: August 15, 2003

By: /s/ Nicholas J. Rossettos

Chief Operating Officer and
Chief Financial Officer

2

EXHIBIT INDEX

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