

VIRAGEN INC  
Form 8-K  
December 20, 2005

**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 15, 2005**

**VIRAGEN, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

**001-15823**

**59-2101668**

(State or other jurisdiction  
of incorporation)

(Commission File Number)

(IRS Employer  
Identification No.)

**865 SW 78<sup>th</sup> Avenue, Suite 100, Plantation, Florida**

**33324**

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **(954) 233-8746**

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:

- .. 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 8.01 Other Events.**

(a) Viragen, Inc. today reported voting results from its 2005 Annual Meeting of Stockholders held on December 15, 2005 in Plantation, Florida. At the Annual Meeting, stockholders approved:

- 1) The reelection of Dr. Randolph A. Pohlman and the election of Dr. Nancy A. Speck as Class B members of the Company's Board of Directors;
- 2) The possible issuance of more than 19.9% of Viragen's common stock at below fair market value in a financing transaction pursuant to which Viragen received gross proceeds of \$2 million through the sale of its convertible debentures and common stock purchase warrants to four institutional investors;
- 3) An amendment to Viragen's Certificate of Incorporation to increase the number of shares of common stock it is authorized to issue, from 100 million to 250 million; and
- 4) The appointment of Ernst & Young LLP as Viragen's independent registered public accounting firm for the fiscal year ending June 30, 2006.

(b) In addition, it was reported at the meeting that on December 15, 2005, representatives of Viragen met with Swedish regulatory authorities in connection with their continuing review of Viragen's application seeking approval for *Multiferon*® as a new first-line adjuvant therapy for the treatment of malignant melanoma. Viragen believes that the meeting was positive, and it continues to provide responses to the regulatory body's requests for information. A final decision on the application is expected in the very near future. Viragen remains optimistic of a positive outcome to its application.

**Item 9.01 Financial Statements and Exhibits**

(d) *Exhibits.*

99.1 Press release dated December 20, 2005

**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.

**VIRAGEN, INC.**

Date: December 20, 2005

By: /s/ Dennis W. Healey  
Dennis W. Healey  
Executive Vice President and Principal  
Financial Officer