

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

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FILER

MAXIM PHARMACEUTICALS INC

CIK: **1013351** | IRS No.: **870279983** | State of Incorporation: **DE** | Fiscal Year End: **0930**
Type: **8-K** | Act: **34** | File No.: **001-14430** | Film No.: **05789375**
SIC: **2833** Medicinal chemicals & botanical products

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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**

May 2, 2005

Date of Report (Date of earliest event reported)

MAXIM PHARMACEUTICALS, INC.

(Exact name of Registrant as specified in charter)

Delaware
(State or other jurisdiction of incorporation)

1-14430
(Commission File Number)

87-0279983
(I.R.S. Employer Identification No.)

**8899 UNIVERSITY CENTER LANE, SUITE 400
SAN DIEGO, CALIFORNIA 92122**
(Address of principal executive offices, including zip code)

(858) 453-4040
(Registrants telephone number, including area code)

N/A
(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 2.02 Results of Operations and Financial Condition.

On May 2, 2005, we issued a press release announcing our unaudited financial information for the second quarter of fiscal year 2005. The text of this press release is set forth as Exhibit 99.1 and incorporated herein by reference.

The information in this Current Report, including the exhibit, is being furnished and shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that Section. The information in this Current Report shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits

99.1 Press Release, dated May 2, 2005

2

SIGNATURE

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

MAXIM PHARMACEUTICALS, INC.

DATE: MAY 2, 2005

BY: /S/ JOHN D. PRUNTY

John D. Prunty,
Vice President, Finance and Chief Financial Officer
(Principal Financial and Accounting Officer duly
authorized to sign on behalf of the registrant)

3

INDEX TO EXHIBITS

99.1 Press Release, dated May 2, 2005

4



Contacts:

Maxim Pharmaceuticals

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Chairman & Chief Executive Officer

John D. Prunty
Chief Financial Officer

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**MAXIM PHARMACEUTICALS ANNOUNCES
2005 SECOND QUARTER FINANCIAL RESULTS**

SAN DIEGO, Calif., May 2, 2005 – Maxim Pharmaceuticals, Inc. (Nasdaq NM: MAXM, SSE: MAXM) today announced results for the quarter ended March 31, 2005, the second quarter of its fiscal year. The net loss applicable to common stock for the quarter totaled \$6.6 million or \$0.23 per share, compared to a net loss applicable to common stock of \$8.9 million or \$0.32 per share, for the prior-year quarter.

The net loss applicable to common stock for the six months ended March 31, 2005 totaled \$16.2 million or \$0.57 per share, compared to a net loss applicable to common stock of \$18.8 million or \$0.67 per share for the same period in the prior year. The decrease in the net loss for the period resulted primarily from a decrease in Research and Development expense resulting from the wind-down of the Company's Ceplene™ clinical trials and a reduction in expenses resulting from the October 2004 and February 2005 work force reductions.

The Company had cash, cash equivalents and investments totaling \$32.6 million at March 31, 2005. Maxim used net cash of \$7.3 million in its operations during the quarter ended March 31, 2005.

“During the quarter we further realigned our resources with our corporate objectives,” said John D. Prunty, Maxim's Chief Financial Officer. “Our apoptosis modulator platform continues to progress and we were pleased to recently announce the achievement of a \$1.0 million development milestone under an agreement with Myriad Genetics based on the dosing of the first

patient in a Phase 1 clinical program. We also continue to work with Piper Jaffray & Co. to identify and evaluate our strategic options.”

Maxim Overview

Maxim Pharmaceuticals is a biopharmaceutical company dedicated to developing innovative cancer therapeutics. Maxim's lead drug candidate is Ceplene™ (histamine dihydrochloride), which has shown a statistically significant improvement in leukemia free survival in a Phase 3 clinical trial as a remission maintenance therapy for patients with acute myeloid leukemia (AML). Maxim is currently seeking a strategic partnership to complete commercialization and further development of Ceplene in AML and other indications. Maxim is also

discovering and developing small-molecule apoptosis inducers to treat cancer using its proprietary high-throughput screening technology and its chemical genetics approach. This program has identified four lead oncology candidates that are proceeding to clinical trials independently and through collaborations.

Apoptosis compounds and Ceplene are investigational drugs and have not been approved by the U.S. Food and Drug Administration or any international regulatory agency.

This news release contains certain forward-looking statements that involve risks and uncertainties. Such forward-looking statements include statements regarding attempts to identify new strategic opportunities which may include a strategic transaction, the efficacy, safety and intended utilization of the Company's apoptosis compounds and Ceplene, the conduct and results of the Company's clinical trials, and the Company's plans regarding regulatory filings, future research and clinical trials and plans regarding partnering activities. Such statements are only predictions and the Company's actual results may differ materially from those anticipated in these forward-looking statements. Factors that may cause such differences include the risk that the Company may not be able to identify acceptable strategic opportunities or conclude any strategic transaction which it does identify, the risks associated with the Company's diminishing cash resources and reliance on outside financing to meet its capital requirements, the risk that products that appeared promising in early research and clinical trials do not demonstrate safety or efficacy in larger-scale or later clinical trials, the risk that the Company will not obtain approval to market its products, and the risks associated with the Company's reliance on collaborative partners for further clinical trials, development and commercialization of product candidates. These factors and others are more fully discussed in the Company's periodic reports and other filings with the Securities and Exchange Commission

Note: The Maxim logo is a trademark of Maxim.

Editor's Note: This release is also available on the Internet at <http://www.maxim.com>.

MAXIM PHARMACEUTICALS, INC.

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (Unaudited)
(in thousands, except share and per share amounts)

	Three Months Ended March 31		Six Months Ended March 31	
	2005	2004	2005	2004
Collaboration and research revenue	\$ 1,120	\$ 1,273	\$ 1,483	\$ 2,692
Operating expenses:				
Research and development	5,119	8,363	12,068	17,694
Business development and marketing	482	647	1,464	1,290
General and administrative	1,985	1,589	4,200	3,355
Provision for note receivable from officer	324	—	324	—
Total operating expenses	7,910	10,599	18,056	22,339
Loss from operations	(6,790)	(9,326)	(16,573)	(19,647)
Other income (expense):				
Investment income	163	407	371	877
Interest expense	(10)	(20)	(24)	(43)
Other income (expense)	(1)	—	1	3

Total other income	<u>152</u>	<u>387</u>	<u>348</u>	<u>837</u>
Net loss applicable to common stock	\$ <u>(6,638)</u>	\$ <u>(8,939)</u>	\$ <u>(16,225)</u>	\$ <u>(18,810)</u>
Basic and diluted net loss per share of common stock	\$ <u>(0.23)</u>	\$ <u>(0.32)</u>	\$ <u>(0.57)</u>	\$ <u>(0.67)</u>
Weighted average shares outstanding	<u>28,599,419</u>	<u>28,034,279</u>	<u>28,580,045</u>	<u>28,010,377</u>

SELECTED BALANCE SHEET INFORMATION (Unaudited)

	<u>March 31, 2005</u>	<u>September 30, 2004</u>
ASSETS		
Cash, cash equivalents and investments	\$ 32,625	\$ 52,904
Total assets	42,868	64,185
Long-term liabilities	13	96
Stockholders' equity	37,261	53,399

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