

# SECURITIES AND EXCHANGE COMMISSION

## FORM 425

Filing under Securities Act Rule 425 of certain prospectuses and communications in connection with business combination transactions

Filing Date: **2013-01-10**  
SEC Accession No. [0001299933-13-000060](#)

([HTML Version](#) on [secdatabase.com](#))

### SUBJECT COMPANY

#### EPICEPT CORP

CIK: **1208261** | IRS No.: **521841431** | Fiscal Year End: **1231**  
Type: **425** | Act: **34** | File No.: **000-51290** | Film No.: **13521501**  
SIC: **2834** Pharmaceutical preparations

#### Mailing Address

777 OLD SAW MILL RIVER  
RD.  
TARRYTOWN NY 10591

#### Business Address

777 OLD SAW MILL RIVER  
RD.  
TARRYTOWN NY 10591  
914-606-3500

### FILED BY

#### EPICEPT CORP

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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

Date of Report (Date of Earliest Event Reported):

January 9, 2013

## EpiCept Corporation

(Exact name of registrant as specified in its charter)

Delaware

000-51290

52-1841431

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

777 Old Saw Mill River Rd., Tarrytown,  
New York

10591

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

914-606-3500

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.**

On January 9, 2013, EpiCept Corporation issued the press release attached hereto as exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.**

99.1 Press release, dated January 9, 2013.

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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.

EpiCept Corporation

*January 9, 2013*

*By: /s/ Robert W. Cook*

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*Name: Robert W. Cook*

*Title: Interim President and CEO*

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Exhibit Index

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press release, dated January 9, 2013.



## Contacts

### **EpiCept Corporation:**

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Tarrytown, NY 10591  
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### **Investors:**

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### **Media:**

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## **Daniel Teper of Immune Pharmaceuticals to Present at the 6<sup>th</sup> Annual OneMedForum**

**TARRYTOWN, N.Y. (January 9, 2013)** EpiCept Corporation (Nasdaq OMX Stockholm Exchange and OTCQX: EPCT) announced today that Daniel Teper, Chief Executive Officer of Immune Pharmaceuticals presented at the 6<sup>th</sup> Annual OneMedForum, on Wednesday, January 9, 2013 at 1:40 PM Pacific time at The Sir Francis Drake hotel in San Francisco, California. Mr. Teper presented a company overview.

The webcast of Mr. Teper's presentation will be accessible within a few days and for the next 90 days at [www.epicept.com](http://www.epicept.com).

### **Merger Details**

In November 2012, Immune Pharmaceuticals Ltd. ("Immune"), a privately held Israeli company, and EpiCept Corporation ("EpiCept") (NASDAQ OMX Stockholm Exchange and OTCQX: EPCT) announced that they entered into a definitive merger agreement. The transaction is anticipated to close during the first quarter of 2013 and is subject to satisfaction of certain customary closing conditions, including the approval of a majority of EpiCept shareholders.

### **About EpiCept Corporation**

EpiCept is focused on the development and commercialization of pharmaceutical products for the treatment of pain and cancer. The Company's pain portfolio includes AmiKet™, a prescription topical analgesic cream in late-stage clinical development designed to provide effective long-term relief of pain associated with peripheral neuropathies. The Company's product Ceplene®, when used concomitantly with low-dose IL-2 is intended as remission maintenance therapy in the treatment of AML for adult patients who are in their first complete remission. The Company sold all of its rights to Ceplene® in Europe and certain Pacific Rim countries and a portion of its remaining Ceplene® inventory to Meda AB in June 2012. Ceplene® is licensed to MegaPharm Ltd. to market and sell in Israel and EpiCept has retained its rights to Ceplene® in all other countries, including countries in North and South America. The Company has other oncology drug candidates in clinical development that were discovered using in-house technology and have been shown to act as vascular disruption agents in a variety of solid tumors.

### **Forward-Looking Statements**

This news release and any oral statements made with respect to the information contained in this news release contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. You are urged to consider statements that include the words "may," "will," "would," "could," "should," "believes," "estimates," "projects," "potential," "expects," "plans," "anticipates," "intends," "continues," "forecast," "designed," "goal," or the

negative of those words or other comparable words to be uncertain and forward-looking. Such forward-looking statements include statements which express plans, anticipation, intent, contingency, goals, targets, future development and are otherwise not statements of historical fact. These statements are based on our current expectations and are subject to risks and uncertainties that could cause actual results or developments to be materially different from historical results or from any future results expressed or implied by such forward-looking statements. Factors that may cause actual results or developments to differ materially include: the risk that we may be unable to complete the proposed merger transaction with Immune Pharmaceuticals, the risks associated with the adequacy of our existing cash resources and our ability to continue as a going concern, the risks associated with our ability to continue to meet our obligations under our existing debt agreements, the risk that Azixa<sup>®</sup> will not receive regulatory approval or achieve significant commercial success, the risk that clinical trials for AmiKet<sup>™</sup> or crolibulin<sup>™</sup> will not be successful, the risk that AmiKet<sup>™</sup> or crolibulin<sup>™</sup> will not receive regulatory approval or achieve significant commercial success, the risk that we will not be able to find a partner to help conduct the Phase III trials for AmiKet<sup>™</sup> on attractive terms, a timely basis or at all, the risk that Ceplene<sup>®</sup> will not receive regulatory approval or marketing authorization in the United States or Canada, the risk that Ceplene<sup>®</sup> will not achieve significant commercial success, the risk that our other product candidates that appeared promising in early research and clinical trials do not demonstrate safety and/or efficacy in larger-scale or later-stage clinical trials, the risk that we will not obtain approval to market any of our product candidates, the risks associated with dependence upon key personnel, the risks associated with reliance on collaborative partners and others for further clinical trials, development, manufacturing and commercialization of our product candidates; the cost, delays and uncertainties associated with our scientific research, product development, clinical trials and regulatory approval process; our history of operating losses since our inception; the highly competitive nature of our business; risks associated with litigation; and risks associated with our ability to protect our intellectual property. These factors and other material risks are more fully discussed in our periodic reports, including our reports on Forms 8-K, 10-Q and 10-K and other filings with the U.S. Securities and Exchange Commission. You are urged to carefully review and consider the disclosures found in our filings which are available at [www.sec.gov](http://www.sec.gov) or at [www.epicept.com](http://www.epicept.com). You are cautioned not to place undue reliance on any forward-looking statements, any of which could turn out to be wrong due to inaccurate assumptions, unknown risks or uncertainties or other risk factors.

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