

SECURITIES AND EXCHANGE COMMISSION

FORM 10-K405/A

Annual report pursuant to section 13 and 15(d), Regulation S-K Item 405 [amend]

Filing Date: **1996-01-11** | Period of Report: **1995-09-30**
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FILER

ADVANCED MAGNETICS INC

CIK: **792977** | IRS No.: **042742593** | State of Incorpor.: **DE** | Fiscal Year End: **0930**
Type: **10-K405/A** | Act: **NE** | File No.: **000-14732** | Film No.: **96502914**
SIC: **2835** In vitro & in vivo diagnostic substances

Mailing Address
*TESTA HURWITZ &
THIBEAULT
53 STATE STREET
BOSTON MA 02109*

Business Address
*61 MOONEY ST
CAMBRIDGE MA 02138
6174972070*

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-K/A

Annual Report Pursuant to Section 13 or 15(d) of the Securities and Exchange Act of 1934

FOR FISCAL YEAR ENDED SEPTEMBER 30, 1995

0-14732 (Commission file number)

ADVANCED MAGNETICS, INC. (Exact name of registrant as specified in its charter)

Delaware (State of Incorporation) 4-2742593 (IRS employer identification number)

725 Concord Avenue Cambridge, Massachusetts (Address of principal executive offices) 02138 (ZIP Code)

(617) 354-3929 (Registrant's telephone number)

Securities registered pursuant to Section 12(g) of the Act: Common Stock, par value \$.01 per share

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes X No -----

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. [X]

The aggregate market value of Common Stock held by non-affiliates of the registrant at December 8, 1995 was approximately \$135,190,000, based upon the last reported sale price of the Common Stock on The American Stock Exchange. The number of shares of the registrant's Common Stock outstanding at December 8, 1995 was 6,754,328.

Documents incorporated by reference:

Portions of the Annual Report to Stockholders for the fiscal year ended September 30, 1995 are incorporated by reference into Parts II and IV hereof.

Portions of the Company's Proxy Statement relating to the Company's Annual Meeting of Stockholders to be held on February 6, 1996 are incorporated by reference into Part III hereof.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

ADVANCED MAGNETICS, INC.

By: /s/ Jerome Goldstein

Jerome Goldstein, Chairman of the Board
of Directors, President and Treasurer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<TABLE>
<CAPTION>

Name -----	Title -----	Date -----
<S> /s/ Jerome Goldstein ----- Jerome Goldstein	<C> Chairman of the Board of Directors, President and Treasurer (principal executive and financial officer)	<C> December 22, 1995
/s/ Anthony P. Annese ----- Anthony P. Annese	Vice President-Finance (principal accounting officer)	December 22, 1995
/s/ Thomas Coor ----- Thomas Coor	Director	December 22, 1995
/s/ Leslie Goldstein ----- Leslie Goldstein	Director	December 22, 1995
/s/ Richard L. McIntire ----- Richard L. McIntire	Director	December 22, 1995

/s/ Edward B. Roberts Director

December 22, 1995

Edward B. Roberts

/s/Roger E. Travis Director

December 22, 1995

Roger E. Travis

/s/ George M. Whitesides Director

December 22, 1995

George M. Whitesides

</TABLE>

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<TABLE>

EXHIBIT INDEX

<CAPTION>

Exhibit Number -----	Description -----	Page ----
<S>	<C>	
3.1(1)	Certificate of Incorporation of the Company, as amended.	
3.2(2)	By-Laws of the Company, as amended.	
10.1(6)	1983 Stock Option Plan of the Company, as amended on November 13, 1990.	
10.2(7)	1987 Employee Stock Purchase Plan.	
10.3(7)	1992 Employee Stock Purchase Plan.	
10.4(7)	1992 Non-Employee Director Stock Option Plan.	
10.5(9)	1993 Stock Plan.	
10.6(9)	1993 Non-Employee Director Stock Option Plan.	
10.7(3)	Technology Agreement dated January 21, 1983 between the Company and Corning Glass Works (now Ciba Corning Diagnostics Corp.) (confidential treatment previously granted).	
10.8(2)	Agreements between the Company and ML Technology Ventures, L.P. dated as of March 23, 1987 (confidential treatment previously granted).	
10.9(2)	Clinical Testing, Supply and Marketing Agreement between the Company and Guerbet, S.A. dated May 22, 1987 (confidential treatment previously granted).	

- 10.10(4) Clinical Testing, Supply and Marketing Agreement between the Company and Eiken Chemical Co., Ltd., dated August 30, 1988 (confidential treatment previously granted).
- 10.11(5) Contrast Agent Agreement dated between the Company and Guerbet, S.A. dated September 29, 1989 (confidential treatment previously granted).
- 10.12(6) Contrast Agent Agreement between the Company and Eiken Chemical Co., Ltd. dated March 27, 1990 (confidential treatment previously granted).
- 10.13(6) Amendment to Clinical Testing, Supply and Marketing Agreement between the Company and Eiken Chemical Co., Ltd., dated September 29, 1990 (confidential treatment previously granted).

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10.14(6) License, Supply and Marketing Agreement between the Company and Mallinckrodt Medical, Inc., dated June 28, 1990 (confidential treatment previously granted).
- 10.15(6) Agreement of Amendment between the Company and ML Technology Ventures, L.P. dated as of June 28, 1990.
- 10.16(7) Technology License Agreement between the Company and Squibb Diagnostics, dated February 5, 1991 (confidential treatment previously granted).
- 10.17(7) AMI-227 License Agreement between the Company and Squibb Diagnostics, dated February 5, 1991 (confidential treatment previously granted).
- 10.18(7) AMI-HS License Agreement between the Company and Squibb Diagnostics, dated February 5, 1991 (confidential treatment previously granted).
- 10.19(7) Warrant Purchase Agreement between the Company and Squibb Diagnostics, dated February 11, 1991.
- 10.20(7) Purchase Agreement between the Company and ML Technology Ventures, L.P., dated July 23, 1991.
- 10.21(7) Agreement of Amendment to Clinical Testing, Supply and Marketing Agreement between the Company and Guerbet, S.A., dated August 13, 1990.
- 10.22(8) Asset Purchase Agreement dated as of October 15, 1993 by and between the Company and PerSeptive Biosystems, Inc.
- 10.23(10) License, Supply and Marketing Agreement dated September 27, 1993 between the Company and Sterling (confidential treatment previously granted).
- 10.24(10) Termination Agreement dated November 8, 1993 between the

Company and Squibb Diagnostics (confidential treatment previously granted).

- 10.25(10) Amendment to License Agreement dated November 8, 1993 between the Company and Squibb Diagnostics (confidential treatment previously granted).
- 10.26(11) Termination Agreement dated August 30, 1994 between the Company and Bristol-Myers Squibb Co.
- 10.27(12) License and marketing agreement between the Company and Berlex Laboratories, Inc. dated as of February 1, 1995.

</TABLE>

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- 10.28 (12) Supply Agreement between the Company and Berlex Laboratories, Inc. dated as of February 1, 1995.
- 11.1 Computation of earnings per share.
- 13.1 1994 Annual Report
- 23.1 Consent of Coopers & Lybrand L.L.P., independent accountants.
- 27 Financial Data Schedule*

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- (1) Incorporated herein by reference to the exhibits to the Company's Registration Statement on Form S-8 (File No. 33-13953).
 - (2) Incorporated herein by reference to the exhibits to the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 1987.
 - (3) Incorporated herein by reference to the exhibits to the Company's Registration Statement on Form S-1 (File No. 33-5312).
 - (4) Incorporated herein by reference to the exhibits to the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 1988.
 - (5) Incorporated herein by reference to the exhibits to the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 1989.
 - (6) Incorporated herein by reference to the exhibits to the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 1990.
 - (7) Incorporated herein by reference to the exhibits to the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 1991.
 - (8) Incorporated herein by reference to the exhibits to the Company's Current Report on Form 8-K dated October 15, 1993.
 - (9) Incorporated herein by reference to the exhibits to the Company's definitive proxy statement for the fiscal year ended September 30, 1992.
 - (10) Incorporated herein by reference to the exhibits to the Company's Annual Report on Form 10-K, as amended, for the fiscal year ended September 30, 1993.

- (11) Incorporated herein by reference to the exhibits to the Company's Annual Report on Form 10-K, for the fiscal year ended September 30, 1994.
- (12) Incorporated herein by reference to the exhibits to the Company's Quarterly Report on Form 10-Q, for the fiscal quarter ended December 31, 1994.

* Filed herewith

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THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE FINANCIAL STATEMENTS OF ADVANCED MAGNETICS, INC. FOR THE YEAR ENDED SEPTEMBER 30, 1995, AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS.

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