

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

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FILER

ACUSPHERE INC

CIK: **1115143** | IRS No.: **043208947** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **8-K** | Act: **34** | File No.: **000-50405** | Film No.: **05790232**
SIC: **2834** Pharmaceutical preparations

Mailing Address
500 ARSENAL ST
WATERTOWN MA 02472

Business Address
500 ARSENAL ST
WATERTOWN MA 02472
6175778800

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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):

April 29, 2005

Acusphere, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

000-50405

(Commission File Number)

04-3208947

(IRS Employer Identification No.)

500 Arsenal Street

Watertown, MA

(Address of Principal Executive Offices)

02472

(Zip Code)

(617) 648-8800

(Registrant's Telephone Number, Including Area Code)

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 1.01 Entry into a Material Definitive Agreement

CONTRACT WORK AUTHORIZATION (Form 1) RELEASE NO. 5

**for
ENGINEERING AND
CONSTRUCTION MANAGEMENT SERVICES**

Between

ACUSPHERE, INC. (“ACUSPHERE/OWNER”)

and

PARSONS COMMERCIAL TECHNOLOGY INC. (“PARSONS”)

All work authorized by Acusphere and performed by Parsons in accordance with this Contract Work Authorization shall be governed by the “Terms and Conditions for Engineering, Procurement and Construction Management Services between Acusphere, Inc. and Parsons Commercial Technology Group Inc.” (the EPCM), effective date July 6, 2004.

CONTRACT WORK AUTHORIZATION RELEASE 5

(Form 1)

FOR

ENGINEERING AND CONSTRUCTION MANAGEMENT SERVICES

THIS Contract Work Authorization for the continuing performance of engineering, construction management, procurement services and placement of subcontracts (where applicable) is executed April 29, 2005 and between ACUSPHERE, INC., with principal offices at 500 Arsenal Street, Watertown, Massachusetts 02472 (“Acusphere/Owner”) and PARSONS COMMERCIAL TECHNOLOGY GROUP INC. (“PARSONS”), with principal offices for this project located at 150 Federal Street, Boston, Massachusetts 02110.

This Contract Work Authorization, the scope of which is defined below, is intended to cover engineering, construction management, procurement services and placement of subcontracts (where applicable) (authorized to date by Acusphere) to be provided by Parsons for Acusphere from July 6, 2004 through May 15, 2005. This Contract Work Authorization (Form 1) Release 4 extends Parsons performance period from April 29, 2005, as previously authorized per Contract Work Authorization (Form 1) Release 4, to May 15, 2005.

IN CONSIDERATION of the covenants hereinafter set forth, the parties hereto mutually agree as follows:

ARTICLE I SCOPE OF SERVICES

1.1 Description of Services

Parsons shall continue to perform engineering construction management and other services as required (hereinafter referred to as the “Services”) in connection with Owner’ s aseptic pharmaceutical manufacturing facility located at 890 East Street, Tewksbury, Massachusetts (the “Facilities”), as previously set forth and described in Exhibit 1, which is attached to Contract Work Authorization (Form 1) Release Number 1, which was executed by the parties November 11, 2004.

ARTICLE II ESTIMATED COST

Title

Title
