

Edgar Filing: BIOPHAN TECHNOLOGIES INC - Form 8-K

BIOPHAN TECHNOLOGIES INC
Form 8-K
October 12, 2006

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 (Earliest event reported): October 12, 2006

BIOPHAN TECHNOLOGIES, INC.

(Exact name of registrant as specified in its charter)

Nevada	0-26057	82-0507874
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(State or other jurisdiction of incorporation)	(Commission file number)	(I.R.S. Employer Identification No.)

150 Lucius Gordon Drive, Suite 215 West Henrietta, New York	14586
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(Address of principal executive offices)	(Zip code)

(585) 214-2441

(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))

Item 7.01. Regulation FD Disclosure

On October 12, 2006, we issued a press release announcing that we had entered into Securities Purchase Agreement (the "Purchase Agreement") with ten private investors and that, pursuant to the Purchase Agreement, we expect to issue to those investors an aggregate of \$7,250,000 face amount of Senior Secured Convertible Notes together with common stock purchase warrants. A copy of the press release is filed herewith as Exhibit 99.1 and is incorporated herein by reference.

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Item 9.01. Financial Statements and Exhibits.

(c) Exhibits.

Exhibit Number	Description of Exhibit
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99.1	Press Release entitled "Biophan Signs \$7.25 Million Private Placement with Institutional Investors" issued by Biophan Technologies, Inc. on October 12, 2006

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.

BIOPHAN TECHNOLOGIES, INC.

/s/ Michael L. Weiner

Michael L. Weiner
President and CEO

Date: October 12, 2006