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ATRIX LABORATORIES INC  
Form 8-K  
November 27, 2001

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

November 16, 2001

-----  
(Date of earliest event reported)

ATRIX LABORATORIES, INC.

-----  
(Exact name of registrant as specified in its charter)

Delaware

0-18231

84-1043826

-----  
(State or Other Jurisdiction  
of Incorporation)

-----  
(Commission File No.)

-----  
(IRS Employer Identification No.)

2579 Midpoint Drive, Fort Collins, Colorado 80525

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(Address of principal executive offices, including zip code)

(970) 482-5868

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(Registrant's telephone number, including area code)

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Item 5. Other Events.

Atrix Laboratories, Inc. ("Atrix") and American Stock Transfer & Trust Company, as Rights Agent (the "Rights Agent"), executed an Amended and Restated Rights Agreement, dated as of November 16, 2001 (the "Amended Agreement"), which amends and restates the Rights Agreement (the "Rights Agreement") dated September 25, 1998, by and between Atrix and the Rights Agent. The Amended Agreement amends the Rights Agreement, among other things, (1) to delete the provision requiring that the redemption of Rights under certain circumstances be approved by a majority of the "Independent Directors" (generally defined as those directors who are not an Acquiring Person or affiliated or associated with

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an Acquiring Person, and who are also directors immediately prior to a person becoming an Acquiring Person or whose election has been approved by a majority of Independent Directors then on the Board of Directors), (2) to delete all other requirements that certain actions be approved by a majority of Independent Directors, and (3) to delete the requirement that there be at least one Independent Director in office whenever a vote of a majority of the Independent Directors is required under the agreement.

This description of the Amended Agreement is qualified in its entirety by reference to the Amended Agreement, which is filed as Exhibit 4.1 hereto and incorporated herein by reference. Capitalized terms used herein but not defined herein shall have the meanings given to such terms in the Amended Agreement.

Item 7. Exhibits and Financial Statements.

(c) Exhibits

- 4.1 Amended and Restated Rights Agreement dated as of November 16, 2001, by and between Atrix Laboratories, Inc. and American Stock Transfer & Trust Company, as Rights Agent.

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.

ATRIX LABORATORIES, INC.

By: /s/ BRIAN G. RICHMOND

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Brian G. Richmond  
Chief Financial Officer

Date: November 27, 2001

EXHIBIT INDEX

| Exhibit<br>----- | Description<br>-----  |
|------------------|---|
| 4.1              | Amended and Restated Rights Agreement dated as of November 16, 2001, by and bet Laboratories, Inc. and American Stock Transfer & Trust Company, as Rights Agent |