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ALTEON INC /DE  
Form 8-K  
October 07, 2004

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 8-K

CURRENT REPORT  
PURSUANT TO SECTION 13 or 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
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Date of report (Date of earliest event reported) October 6, 2004  
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ALTEON INC.  
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(Exact Name of Registrant as Specified in Charter)

Delaware	001-16043	13-3304550
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(State or Other Juris- diction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

6 Campus Drive, Parsippany, New Jersey 07054  
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(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code (201) 934-5000  
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(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
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On October 6, 2004, Alteon Inc. ("Alteon") filed with the Secretary of State of Delaware a Certificate of Amendment to the Certificate of Designations of its Series G Preferred Stock increasing the authorized number of shares of Series G Preferred Stock from 1,200 to 2,000.

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Item 9.01 Financial Statements and Exhibits.

c) Exhibits

3.1 Certificate of Amendment to the Certificate of Designations of Series G Preferred Stock of Alteon, Inc.

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.

Alteon Inc.

By: /s/ Kenneth I. Moch

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Kenneth I. Moch

President and Chief Executive Officer

Dated: October 7, 2004