

ALTEON INC /DE  
Form 8-K  
November 24, 2006

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): November 17, 2006**

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**ALTEON INC.**  
**(Exact name of registrant as specified in its charter)**

**Delaware  
(State or other  
jurisdiction  
of incorporation)**

**001-16043  
(Commission File  
Number)**

**13-3304550  
(IRS Employer  
Identification No.)**

**6 Campus Drive  
Parsippany, New Jersey 07054  
(Address of principal executive offices and zip code)**

**Registrant's telephone number, including area code: (201) 934-5000**

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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 (*see* General Instruction A.2. below):

..  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)

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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 5.02 DEPARTURE OF DIRECTORS OR PRINCIPAL OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF PRINCIPAL OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.**

(a), (c), (d), (e) and (f): Not applicable.

(b) On November 17, 2006, George M. Naimark, Ph.D., a member of the Board of Directors of Alteon Inc. (the “Company”), notified the Company of his decision to resign as a Director, effective immediately, for personal reasons. The Company thanks Dr. Naimark for his important contributions throughout the years.

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**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.

**ALTEON INC.**

Dated: November 24, 2006

By: /s/ Noah Berkowitz, M.D., Ph.D.

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Noah Berkowitz, M.D., Ph.D.  
President and Chief Executive Officer