

ZONAGEN INC  
Form 8-K  
October 22, 2004

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

**FORM 8-K**

**Current Report Filed Pursuant to Section 13 or 15(d) of  
The Securities Exchange Act of 1934**

**Date of Report  
(Date of earliest event reported): October 20, 2004**

**Zonagen, Inc.**

(Exact name of registrant as specified in its charter)

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

**0-21198**  
(Commission File Number)

**76-0233274**  
(I.R.S. Employer Identification No.)

**2408 Timberloch Place, Suite B-1  
The Woodlands, Texas 77380**  
(Address of principal executive offices and zip code)

**(281) 719-3400**  
(Registrant's telephone number, including area code)

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**Item 7.01 Regulation FD Disclosure**

Zonagen, Inc. (the Company ) announced in a press release dated October 20, 2004 its financial results for the three months and nine months ended September 30, 2004. A copy of the Company s press release is attached hereto as Exhibit 99.1. The press release is incorporated by reference herein and the foregoing description of the press release is qualified in its entirety by reference to the attached exhibit.

**Item 8.01. Other Information**

The Company announced in a press release on October 20, 2004 that it has filed a registration statement with the Securities and Exchange Commission relating to a proposed underwritten public offering of 4 million shares of its common stock. In addition, Zonagen has granted to the underwriter, Punk, Ziegel & Company, of the public offering an option to purchase up to an additional 600,000 shares to cover over-allotments, if any.

A copy of the Company s press release is attached hereto as Exhibit 99.2. The press release is incorporated by reference herein and the foregoing description of the press release is qualified in its entirety by reference to the attached exhibit.

The information in this report, including each of the Exhibits, is being furnished and shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section. In addition, the information in this report, including the Exhibit, shall not be incorporated by reference into the filings of the Company under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except as shall be expressly set forth by specific reference in such filing.

**Item 9.01. Financial Statements and Exhibits**

c. Exhibits

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press Release dated October 20, 2004 regarding the Company s financial results.
99.2	Press Release dated October 20, 2004 regarding the Company s registration statement.

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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.

**Zonagen, Inc.**

Date: October 22, 2004.

By: /s/ Joseph S. Podolski  
Joseph S. Podolski  
President and Chief Executive Officer

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**EXHIBIT INDEX**

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99.2	Press Release dated October 20, 2004 regarding the Company's registration statement.