

INSMED INC  
Form 8-K  
September 15, 2005

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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): 08/19/2005**

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**INSMED INCORPORATED**

**(Exact Name of Registrant as Specified in its Charter)**

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**Virginia**  
**(State or Other Jurisdiction of  
Incorporation or Organization)**

**0-30739**  
**(Commission File Number)**

**54-1972729**  
**(I.R.S. Employer  
Identification No.)**

**4851 Lake Brook Drive, Glen Allen, Virginia**  
**(Address of Principal Executive Offices)**

**23060**  
**(Zip Code)**

**(804) 565-3000**

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(Registrant's Telephone Number, Including Area Code)

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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:

- 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))
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**Item 3.02 Unregistered Sales of Equity Securities**

Between August 19, 2005 and September 13, 2005, Insmmed Incorporated received notices from holders of its 5.5% Convertible Notes due 2008 - 2010 electing to voluntarily convert \$10,176,000 principal amount of Convertible Notes into 7,857,915 shares of common stock at the conversion rate of one share of common stock for each \$1.295 in principal amount of the Convertible Notes.

The common stock issued upon the conversion of the Convertible Notes was issued in reliance upon the exemption from the registration requirement of the Securities Act of 1933, as amended, provided for in Section 3(a)(9) thereof and is currently registered for resale by the holders pursuant to Insmmed's Registration Statement on Form S-3 filed with the Securities and Exchange Commission on August 8, 2005 (the Registration Statement ).

Following the conversions described above, \$24,824,000 principal amount of the Convertible Notes remained outstanding. In addition, because certain of the Convertible Notes were converted prior to the September 1, 2005 quarterly interest payment, the Company issued an additional 67,820 shares of common stock for the forfeited cash interest payment at a conversion price of \$1.295. A summary of the terms of the Convertible Notes, including the conversion features and interest payments was previously provided the Registration Statement and Insmmed's Current Report on Form 8-K filed with the Securities and Exchange Commission on March 16, 2005 (the Current Report ). The form of the Convertible Notes was filed with the Current Report. The Registration Statement, the Current Report and the form of Convertible Note are each incorporated herein by reference.

**SIGNATURE**

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.

**Insmed Incorporated**

**Date: September 15, 2005**

**By: /s/ Mike S. Duncan**

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**Mike S. Duncan**  
**Principal Financial Officer**