

IMMUCELL CORP /DE/  
Form 8-K  
July 28, 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**

July 28, 2005

(Date of earliest event reported)

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**IMMUCELL CORPORATION**

(Exact name of registrant as specified in its charter)

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

**0-15507**  
(Commission File Number)

**01-0382980**  
(I.R.S. Employer  
Identification No.)

**56 Evergreen Drive**  
**Portland, ME 04103**

(Address of principal executive offices and zip code)

(207) 878-2770

(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
  - 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
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ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

Effective July 28, 2005, the Company entered into an amended Employment Agreement with Joseph H. Crabb. Dr. Crabb continues to serve the Company as its vice president and chief scientific officer and continues to serve on the Company's Board of Directors.

Dr. Crabb's prior employment agreement with the Company was scheduled to expire on December 31, 2005. This new Employment Agreement covers a term through December 31, 2007. The agreement provides that Dr. Crabb's salary will be increased on January 1, 2006 and January 1, 2007 in accordance with the Consumer Price Index.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits

10.1 Employment Agreement between the Registrant and Joseph H. Crabb, effective July 28, 2005.

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.

Dated: July 28, 2005

IMMUCELL CORPORATION

By: /s/ Michael F. Brigham

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Michael F. Brigham  
President and Chief Executive Officer