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BIOTRANSPLANT INC  
Form 8-K  
June 12, 2002

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

Date of Report (Date of earliest event reported): June 12, 2002

BIOTRANSPLANT INCORPORATED  
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(Exact name of registrant as specified in its charter)

DELAWARE

000-28324

04-3119555

-----  
(State or other jurisdiction of  
incorporation)

-----  
(Commission File Number)

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(IRS Employer  
Identification No.)

Building 75, Third Avenue  
Charlestown Navy Yard  
Charlestown, MA

02129

-----  
(Address of principal executive  
offices)

-----  
(Zip Code)

Registrant's telephone number, including area code: (617) 241-5200

N/A

-----  
(Former name or former address, if changed since last report)

Item 5. OTHER EVENTS.  
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On June 12, 2002, BioTransplant Incorporated (the "Company") issued a press release announcing that it had sold 4,000,000 shares of its common stock at a price to the public of \$2.50 per share. A copy of the press release is attached to this Current Report on Form 8-K as Exhibit 99.1. The offering was conducted pursuant to a shelf registration statement that permits the Company to issue up to an aggregate of 5,000,000 shares of its common stock, which was declared effective by the Securities and Exchange Commission on January 22, 2002.

In connection with the offering, the Company agreed to consider the nomination to the Company's Board of Directors of up to two additional

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individuals designated by the purchasers in the offering, provided that such proposed nominees are eligible to serve as directors and are otherwise reasonably acceptable to the Board of Directors.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.  
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(c) Exhibits.

99.1 Press Release, dated June 12, 2002, issued by the Registrant.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 12, 2002

BIOTRANSPLANT INCORPORATED

By: /s/ Richard V. Capasso  
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Richard V. Capasso  
Vice President, Finance and Treasurer

EXHIBIT INDEX

EXHIBIT NO.      EXHIBIT

Exhibit 99.1    Press Release dated June 12, 2002.