

INCARA PHARMACEUTICALS CORP

Form 8-K

April 21, 2004

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# 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) April 19, 2004

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# INCARA PHARMACEUTICALS CORPORATION

(Exact name of registrant as specified in its charter)

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Delaware

(State or other jurisdiction of incorporation)

**0-50481**  
(Commission File Number)

**56-1953785**  
(IRS Employer ID Number)

P.O. Box 14287

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79 T. W. Alexander Drive

4401 Research Commons, Suite 200

Research Triangle Park, North Carolina  
(Address of principal executive offices)

27709  
(Zip Code)

Registrant's telephone number, including area code (919) 558-8688

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Item 5. Other Events and Regulation FD Disclosure

On April 19, 2004, Incara Pharmaceuticals Corporation reported that it had completed a private placement of 41,040,000 shares of its common stock, resulting in gross proceeds of approximately \$10.26 million. Incara is filing this Form 8-K to file the relevant documents for that private placement.

Item 7. Financial Statements and Exhibits

(c) Exhibits

Exhibit 4.9	Form of Warrant to Purchase Common Stock of Incara Pharmaceuticals Corporation dated April 19, 2004 issued to investors in April 2004
Exhibit 4.10	Warrant to Purchase Common Stock of Incara Pharmaceuticals Corporation dated April 19, 2004 issued to SCO Securities LLC
Exhibit 10.102	Purchase Agreement dated April 19, 2004 among Incara Pharmaceuticals Corporation and certain investors
Exhibit 10.103	Registration Rights Agreement dated April 19, 2004 among Incara Pharmaceuticals Corporation, certain investors and SCO Securities LLC
Exhibit 10.104	Amendment No. 1 to Debenture and Warrant Purchase Agreement dated September 16, 2003 among Incara Pharmaceuticals Corporation, Incara, Inc. and Goodnow Capital, L.L.C.

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 thereunto duly authorized.

INCARA PHARMACEUTICALS CORPORATION

Date: April 21, 2004

/s/ Richard W. Reichow

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Richard W. Reichow  
Executive Vice President and Chief Financial Officer