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NORTHFIELD LABORATORIES INC /DE/  
Form 8-K  
January 26, 2004

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

January 23, 2004

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(Date of Report; Date of Earliest Event Reported)

Northfield Laboratories Inc.

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(Exact Name of Registrant as Specified in its Charter)

Delaware

000-24050

36-33787

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(State or Other Jurisdiction of  
Incorporation)

-----  
(Commission File Number)

-----  
(IRS Employer Identif

1560 Sherman Avenue  
Suite 1000  
Evanston, Illinois 60201-4800

-----  
(Address of Principal Executive Offices)

(847) 864-3500

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(Registrant's Telephone Number, Including Area Code)

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(Former Name or Former Address, if Changed Since Last Report)

Item 5. Other Events and Required FD Disclosure.

The exhibits filed herewith relate to the Registration Statement on Form S-3 filed with the Securities and Exchange Commission by Northfield Laboratories Inc. on June 27, 2003 (SEC File No. 333-106615), as supplemented by the Prospectus Supplement filed pursuant to Rule 424(b)(2) on January 26, 2004.

Item 7. Financial Statements, Pro Forma Information and Exhibits.

(c) Exhibits.

Exhibit 1.1 - Placement Agent Agreement dated January 23, 2004 between Northfield Laboratories Inc.

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and SG Cowen Securities Corporation.

- Exhibit 4.1 - Placement Agent's Warrant.
- Exhibit 5.1 - Opinion of Baker & McKenzie.
- Exhibit 23.1 - Consent of Baker & McKenzie (contained in their opinion filed as Exhibit 5.1).

SIGNATURES

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

Dated: January 26, 2004

NORTHFIELD LABORATORIES INC.

By /s/ Jack J. Kogut

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Jack J. Kogut  
Senior Vice President and Chief  
Financial Officer