

DRAGON PHARMACEUTICAL INC

Form 8-K

January 25, 2010

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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): January 15, 2010

DRAGON PHARMACEUTICAL INC.  
(Exact name of registrant as specified in its charter)

Florida	0-27937	65-0142474
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

650 West Georgia Street, Suite 310 Vancouver, British Columbia	V6B 4N9
(Address of Principal Executive Offices)	(Zip Code)

(604) 669-8817  
(Registrant's telephone number, including area code)

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 (see General Instruction A.2. below):

- ☐ 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))



Section 7 - Regulation FD

Item 7.01. Regulation FD Disclosure.

On January 22, 2010, Dragon Pharmaceutical Inc. (the “Company”) issued a press release announcing that Yanlin Han, Chairman of the Board of Directors and Chief Executive Officer of the Company, made a non-binding proposal to acquire all of the outstanding shares of the Company at a price of \$0.80 per share in a letter dated January 15, 2010. In addition, the Company has established a special committee of independent directors consisting of Peter Mak, Heinz Frey and Jin Li to consider the proposal and all other strategic alternatives. A copy of the press release is attached hereto as Exhibit 99.

Section 9 – Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

Exhibit No.	Exhibit Description
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99	Press release dated January 22, 2010, titled “Dragon Pharma Receives Acquisition Proposal from Yanlin Han”
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The information contained in Item 7.01 and Exhibit 99.1 attached hereto shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, and shall not be deemed incorporated by reference in any filing with the Securities and Exchange Commission under the Securities Exchange Act of 1934 or the Securities Act of 1933, whether made before or after the date hereof and irrespective of any general incorporation by reference language in any filing.

Portions of this report may constitute “forward-looking statements” defined by federal law. Although the Company believes any such statements are based on reasonable assumptions, there is no assurance that the actual outcomes will not be materially different. Any such statements are made in reliance on the “safe harbor” protections provided under the Private Securities Litigation Reform Act of 1995. Additional information about issues that could lead to material changes in the Company’s performance is contained in the Company’s filings with the Securities and Exchange Commission and may be accessed at [www.sec.gov](http://www.sec.gov).

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.

DRAGON PHARMACEUTICAL INC.,  
a Florida Corporation

Dated: January 22, 2010  
Deng  
Maggie Deng  
Chief Operating Officer

/s/ Maggie

EXHIBIT INDEX

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