

MANHATTAN PHARMACEUTICALS INC  
Form 8-K  
March 30, 2007

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): March 23, 2007

**Manhattan Pharmaceuticals, Inc.**  
(Exact name of registrant as specified in its charter)

<b>Delaware</b> (State or other jurisdiction of incorporation)	<b>001-32639</b> (Commission File Number)	<b>36-3898269</b> (IRS Employer Identification No.)
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<b>810 Seventh Avenue, 4th Floor</b> (Address of principal executive offices)	<b>10019</b> (Zip Code)
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**(212) 582-3950**  
(Registrant's telephone number, including area code)

**Not applicable**  
(Former name or former address, if changed since last report)

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 (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))

**Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

In its Current Report on Form 8-K filed January 12, 2007, Manhattan Pharmaceuticals, Inc. (the "Company") reported that it had received notice (the "Amex Notice") from the staff of the American Stock Exchange ("Amex") indicating that it is not in compliance with certain continued listing standards set forth in the Amex Company Guide. Specifically, the Amex Notice cited the Company's failure to comply with Section 1003(a)(ii) of the Company Guide because the Company has stockholders' equity of less than \$4,000,000 and losses from continuing operations and/or net losses in three of its four most recent fiscal years, and Section 1003(a)(iii) of the Company Guide, because the Company has stockholders' equity of less than \$6,000,000 and losses from continuing operations and/or net losses in its five most recent fiscal years.

In order to maintain its Amex listing, the Amex Notice required the Company to submit a plan advising Amex of the actions it has taken, or will take, that would bring it into compliance with all the continued listing standards. The Company submitted such a plan on February 8, 2007, and on March 23, 2007, the Company received notice from Amex that it had determined that the Company made a reasonable demonstration of its ability to regain compliance with Sections 1003(a)(ii) and 1003(a)(iii) by the end of the plan period, which is April 16, 2008. During that period, the Company must continue to provide Amex with updates concerning its progress toward achieving the plan objectives and the Amex staff will continue to monitor the Company's compliance with the plan. If the Amex staff determines that the Company is not making progress consistent with the plan, it may be subject to delisting proceedings.

A copy of the press release announcing the receipt of the Amex notice is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) *Exhibits.* The following exhibit is filed herewith.

**Exhibit No. Description**

99.1 Press Release issued March 27, 2007.

**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.

**Manhattan Pharmaceuticals, Inc.**

Date: March 27, 2007

By: /s/ Michael G. McGuinness

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Michael G. McGuinness  
Chief Financial Officer



**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release issued March 27, 2007.

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