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ZONAGEN INC  
Form SC TO-C  
October 17, 2003

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

SCHEDULE TO  
(RULE 13E-4)

TENDER OFFER STATEMENT UNDER SECTION 14(D) (1) OR 13(E) (1) OF THE SECURITIES  
EXCHANGE ACT OF 1934

ZONAGEN, INC.

-----  
(NAME OF SUBJECT COMPANY (ISSUER))

ZONAGEN, INC.

-----  
(Names of Filing Persons (offeror and issuer))

Common Stock, par value \$0.001 per share

-----  
(Title of Class of Securities)

98975L 10 8

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(CUSIP Number of Class of Securities)

Joseph S. Podolski  
President and Chief Executive Officer  
Zonagen, Inc.

2408 Timberloch Place, Suite B-10  
The Woodlands, Texas 77380

(281) 719-3400

(Name, address, and telephone numbers of  
person authorized to receive notices and  
communications on behalf of filing persons)

Copy to:

Jeffrey R. Harder  
Andrews Kurth LLP  
10001 Woodloch Forest Drive, Suite 200  
The Woodlands, Texas 77380  
(713) 220-4801

Check the box if the filing relates solely to preliminary communications  
made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the  
statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting results of

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the tender offer: [ ]

ITEM 12. EXHIBITS.

(a) (1) Press Release Issued on October 17, 2003 Announcing Proposed Tender Offer.

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EXHIBIT INDEX

Exhibit  
Number  
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Description  
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(a) (1) Press Release Issued on October 17, 2003 Announcing Proposed Tender Offer.

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