

ATHEROGENICS INC  
Form 8-K  
September 11, 2008

**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): September 9, 2008  
ATHEROGENICS, INC.**

(Exact Name of Registrant as Specified in its Charter)

**Georgia**

(State or other jurisdiction  
of incorporation)

**0-31261**

(Commission  
File Number)

**58-2108232**

(I.R.S. Employer  
Identification Number)

**8995 Westside Parkway  
Alpharetta, GA 30004**

(Address of principal executive offices)

Registrant's telephone number, including area code **(678) 336-2500**

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))
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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(b) On September 10, 2008, AtheroGenics, Inc. (the Company ) announced a restructuring of its Board of Directors. In the restructuring, David Bearman, T. Forcht Dagi, M.D., Arthur M. Pappas and William A. Scott, Ph.D. resigned from the Company s Board of Directors and their respective committee appointments effective as of September 9, 2008. None of these resignations involved a disagreement with the Company.

A copy of the press release announcing the restructuring of the Board is attached to this current report on Form 8-K as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

The following exhibits are filed with this current report on Form 8-K.

| Exhibit No. | Description                             |
|-------------|---|
| 99.1        | Press Release, dated September 10, 2008 |

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**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.

**ATHEROGENICS, INC.**

Date: September 10, 2008

By: /s/ Mark P. Colonnese  
Mark P. Colonnese  
Executive Vice President, Commercial  
Operations  
and Chief Financial Officer

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**Exhibit Index**

| Exhibit No. | Description                             |
|-------------|---|
| 99.1        | Press Release, dated September 10, 2008 |