

MANHATTAN PHARMACEUTICALS INC  
Form 8-K  
May 31, 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): May 24, 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.)
--	--	---

**810 Seventh Avenue, 4th Floor**  
**New York, New York 10019**  
(Address of principal executive offices) (Zip Code)

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

At its annual meeting held on May 24, 2007, the stockholders of Manhattan Pharmaceuticals, Inc. (the "*Company*") approved an amendment to the Company's 2003 Stock Option Plan (the "*2003 Plan*") that increases the number of shares of common stock available for issuance under the 2003 Plan from 7,400,000 to 10,400,000. A copy of the 2003 Plan, as amended, is filed as Exhibit 10.1 to this report.

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

(d) Exhibits.

10.1 2003 Stock Option Plan of Manhattan Pharmaceuticals, Inc., as amended

**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: May 31, 2007

By: /s/ Michael G. McGuinness  
Michael G. McGuinness  
Chief Financial Officer

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
10.1	2003 Stock Option Plan of Manhattan Pharmaceuticals, Inc., as amended

---