

TorreyPines Therapeutics, Inc.  
Form 8-K  
November 10, 2008

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 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): November 6, 2008**

**TORREYPINES THERAPEUTICS, INC.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**000-25571**  
(Commission File Number)

**86-0883978**  
(IRS Employer  
Identification No.)

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11085 North Torrey Pines Road, Suite 300, La Jolla, CA  
(Address of Principal Executive Offices)

92037  
(Zip Code)

Registrant's telephone number, including area code: (858) 623-5665

(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 (*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))

**Item 1.01. Entry into a Material Definitive Agreement**

On November 6, 2008, TorreyPines Therapeutics, Inc. entered into an Asset Purchase Agreement with Eisai Co. Ltd. pursuant to which TorreyPines has agreed to sell its Alzheimer's disease genetics research program to Eisai for \$1.5 million in cash. TorreyPines and Eisai have collaborated on the genetics program since 2002, with the most recent agreement between the parties concluding on September 30, 2008. The Alzheimer's disease genetics research program focused on the discovery of Alzheimer's disease targets using whole-genome family-based association screening. The \$1.5 million payment will be realized in the fourth quarter of 2008.

**Item 2.01. Completion of Acquisition or Disposition of Assets**

The information provided in Item 1.01 of this Current Report on Form 8-K is incorporated by reference into this Item 2.01.

**Item 9.01. Financial Statements and Exhibits**

(d) The following exhibit is furnished herewith:

99.1 Press release dated November 10, 2008

**SIGNATURES**

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.

TORREYPINES THERAPEUTICS, INC.

Date: November 10, 2008

By: /s/ Craig Johnson  
Name: Craig Johnson  
Title: Vice President, Finance and  
Chief Financial Officer

**INDEX TO EXHIBITS**

| <b>Exhibit<br/>Number</b> | <b>Description</b>                    |
|---------------------------|---------------------------------------|
| 99.1                      | Press release dated November 10, 2008 |