

Edgar Filing: CYTOGEN CORP - Form 424B3

CYTOGEN CORP
Form 424B3
November 29, 2004

File No. 333-110040
Filed under Rule 424(b) (3)

PROSPECTUS SUPPLEMENT NO. 2 DATED NOVEMBER 29, 2004

To the Prospectus dated October 28, 2003, as supplemented by
Prospectus Supplement No. 1 dated November 6, 2003

CYTOGEN CORPORATION

This prospectus supplement supplements, and should be read in conjunction with, the prospectus, as previously supplemented, dated October 28, 2003, relating to \$60,000,000 in shares of our common stock that we may offer and sell from time to time. We will receive all of the proceeds from any shares sold. The prospectus was filed as part of our registration statement on Form S-3 (No. 333-110040).

INVESTING IN OUR COMMON STOCK INVOLVES A HIGH DEGREE OF RISK. SEE "RISK FACTORS" BEGINNING ON PAGE 4 OF THE PROSPECTUS.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR DETERMINED IF THIS PROSPECTUS SUPPLEMENT IS TRUTHFUL OR COMPLETE. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

No dealer, salesperson or any other person has been authorized to give any information or make any representations not contained in this prospectus supplement or the prospectus, as previously supplemented, and, if given or made, the information or representations must not be relied upon as having been authorized by us. This prospectus supplement and the prospectus, as previously supplemented, do not constitute an offer to sell, or a solicitation of an offer to buy, any securities to any person in any jurisdiction where such an offer or solicitation would be unlawful. Neither the delivery of this prospectus supplement or the prospectus, as previously supplemented, nor any sale made hereunder or thereunder shall, under any circumstance, create any implication that the information contained herein or therein is correct as of any time subsequent to the date hereof.

Issuance of Common Stock

On November 19, 2004, we entered into Addendum No. 2 to the Stock Exchange Agreement dated as of June 15, 1999, as amended, among the Company and the stockholders

Edgar Filing: CYTOGEN CORP - Form 424B3

and debtholders of Prostagene, Inc. The Addendum was effective immediately and provides that we shall deliver such number of shares of our common stock having a value equal to \$500,000 within ten business days of the date of the Addendum. We are hereby registering 50,000 shares of our common stock to be issued to the stockholders and debtholders of Prostagene in connection with Addendum No. 2. The prospectus provides for the sale of up to \$60,000,000 in registered shares of our common stock.

November 29, 2004