

MANHATTAN PHARMACEUTICALS INC

Form 8-K

January 31, 2011

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): January 31, 2011

Manhattan Pharmaceuticals, Inc.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other  
jurisdiction  
of incorporation)

001-32639  
(Commission File  
Number)

36-3898269  
(IRS Employer  
Identification No.)

48 Wall Street, Suite 1110  
New York, New York 10005  
(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 8.01

Other Events

On January 31, 2011 Manhattan Pharmaceuticals, Inc. announced that its company's Board of Directors has decided to continue development of AST-915, an orally delivered treatment for essential tremor. Under the terms of the merger agreement between Manhattan Pharmaceuticals, Inc. and Ariston Pharmaceuticals, Inc., the achievement of this milestone requires the company to issue 8,828,029 shares of its common stock to debt holders and former shareholders of Ariston.

Item 9.01

Financial Statements and Exhibits

(d)Exhibits

ExhibitDescription

No.

99.1 Press release dated January 31, 2011.

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: January 31, 2011

By:

/s/ Michael G.  
McGuinness  
Michael G.  
McGuinness  
Chief Operating and Financial  
Officer