

NEPHROS INC  
Form 8-K  
May 01, 2007

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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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) April 30, 2007

Nephros, Inc.

(Exact Name of Registrant as Specified in Charter)

Commission File Number: 001-32288

Delaware

(State or other Jurisdiction of  
Incorporation)

13-3971809

(I.R.S. Employer Identification  
No.)

3960 Broadway, New York, New York 10032

(Address of Principal Executive Offices)  
(Zip Code)

(212) 781-5113

(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))

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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 April 30, 2007, Donald G. Drapkin submitted to Nephros, Inc. (the “Company”) his resignation from the Company’s Board of Directors (the “Board”) effective immediately to pursue other business interests. Mr. Drapkin had no disagreements with the Company on any matters related to the Company’s operations, policies or practices. The Board thanks Mr. Drapkin for his dedicated service and valued contributions to the Company.

With Mr. Drapkin’s resignation, the Company’s Board now has eight members plus one vacancy. The Company expects that prior to its upcoming annual meeting of stockholders to be held on May 22, 2007, the Company’s remaining directors, with the guidance of the Company’s Nominating and Corporate Governance Committee, will eliminate such vacancy either by electing a new director or by reducing the number of directors that constitute the whole Board.

**Item 8.01 Other Events.**

On May 1, 2007, the Company issued a press release announcing the resignation of Mr. Drapkin from the Company’s Board. The full text of this press release is attached hereto as Exhibit 99.1. The information in this Item 8.01 shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liability of that Section.

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

(d) Exhibits

99.1 Press Release issued by Nephros, Inc. dated May 1, 2007.

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**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.

Date: May 1, 2007

NEPHROS, INC.

By: /s/ Mark W. Lerner \_\_\_\_\_

Mark W. Lerner  
Chief Financial Officer  
(Principal Financial and Accounting Officer)