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ZONAGEN INC
Form SC TO-C
October 17, 2003

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

SCHEDULE TO
(RULE 13E-4)

TENDER OFFER STATEMENT UNDER SECTION 14(D) (1) OR 13(E) (1) OF THE SECURITIES
EXCHANGE ACT OF 1934

ZONAGEN, INC.

(NAME OF SUBJECT COMPANY (ISSUER))

ZONAGEN, INC.

(Names of Filing Persons (offeror and issuer))

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

98975L 10 8

(CUSIP Number of Class of Securities)

Joseph S. Podolski
President and Chief Executive Officer
Zonagen, Inc.

2408 Timberloch Place, Suite B-10
The Woodlands, Texas 77380
(281) 719-3400

(Name, address, and telephone numbers of
person authorized to receive notices and
communications on behalf of filing persons)

Copy to:

Jeffrey R. Harder
Andrews Kurth LLP
10001 Woodloch Forest Drive, Suite 200
The Woodlands, Texas 77380
(713) 220-4801

Check the box if the filing relates solely to preliminary communications
made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the
statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting results of

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the tender offer: []

ITEM 12. EXHIBITS.

(a) (1) Press Release Issued on October 17, 2003 Announcing Proposed Tender Offer.

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EXHIBIT INDEX

Exhibit
Number

Description

(a) (1) Press Release Issued on October 17, 2003 Announcing Proposed Tender Offer.

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