

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): March 2, 2010

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))
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Item 1.01 Entry into a Material Definitive Agreement

On March 2, 2010, Manhattan Pharmaceuticals, Inc. (the "Company") raised aggregate gross proceeds of approximately \$2,547,500 pursuant to a private placement of its securities. The Company entered in subscription agreements (the "Subscription Agreements") with seventy-seven accredited investors (the "Investors") pursuant to which the Company sold an aggregate of 101.9 Units (as defined herein) for a purchase price of \$25,000 per Unit. Pursuant to the Subscription Agreements, the Company issued to each Investor units (the "Units") consisting of (i) 357,143 shares of common stock, \$0.001 par value per share (the "Common Stock" or "Shares") of the Company and (ii) 535,714 warrants (each a "Warrant" and collectively the "Warrants"), each of which will entitle the holder to purchase one additional share of Common Stock for a period of five years (each a "Warrant Share" and collectively the "Warrant Shares") at an exercise price of \$0.08 per share.

All of the Investors represented that they were "accredited investors," as that term is defined in Rule 501(a) of Regulation D under the Securities Act, and the sale of the Units was made in reliance on exemptions provided by Regulation D and Section 4(2) of the Securities Act of 1933, as amended.

In connection with the closing of the private placement, the Company, the placement agent acting in connection with the private placement (the "Placement Agent") and the Investors entered into a Registration Rights Agreement, dated as of March 2, 2010, and the Company agreed to file a registration statement to register the resale of the Shares, within 60 days of the final closing date and to cause the registration statement to be declared effective within 150 days (or 180 days upon review by the SEC).

The Company received net proceeds of approximately \$2,158,000 after payment of an aggregate of \$305,700 of commissions and expense allowance to the Placement Agent, and approximately \$83,000 of other offering and related costs in connection with the private placement. In addition, the Company issued a warrant to purchase 3,639,289 shares of Common Stock at an exercise price of \$0.08 per share to the Placement Agent as additional compensation for its services.

The Company did not use any form of advertising or general solicitation in connection with the sale of the Units. The Shares, the Warrants and the Warrant Shares are non-transferable in the absence of an effective registration statement under the Act, or an available exemption therefrom, and all certificates are imprinted with a restrictive legend to that effect.

Item 3.02 Unregistered Sales of Equity Securities

The information set forth under Item 1.01 of this Current Report on Form 8-K is incorporated by reference in response to this Item 3.02.

Item 8.01. Other Events.

On March 4, 2010, the Company issued a press release announcing the completion of the first closing of the private placement described in Item 3.02. A copy of the press release is attached as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99.1 Press release issued by the Company on March 4, 2010

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: March 4, 2010

By: /s/ Michael G. McGuinness

Michael G. McGuinness

Chief Operating and Financial Officer

Manhattan Pharmaceuticals Completes \$2.5 Million Financing

NEW YORK, NY MAR 4, 2010 – Manhattan Pharmaceuticals, Inc. (OTCBB: MHAN) today announced the private placement of \$2,547,500 of its common stock and warrants to accredited investors. The Company intends to complete the previously announced merger transaction with Ariston Pharmaceuticals, Inc. within the next two weeks. The net proceeds from this financing will be used to advance the combined company's products including AST-726, a nasally delivered treatment for vitamin B12 deficiency, and Hedrin[®], a non-pesticide treatment for pediculosis (head lice), and for general corporate purposes.

The Company sold approximately 102 units for aggregate gross proceeds of the offering of approximately \$2.55 million and aggregate net proceeds of approximately \$2.2 million. Each unit consisted of (i) 357,143 shares of common stock and (ii) 535,714 warrants to purchase additional shares of common stock at an exercise price of \$0.08 per share.

The securities have not been registered under the Securities Act of 1933, as amended, (the "Securities Act") or any state securities law. The securities offered and sold were issued in a private placement transaction and may not be transferred or resold except as permitted by the Securities Act. As part of the terms of the private placement, the Company has agreed to file a registration statement to register for resale under the Securities Act the shares of common stock underlying the units.

This press release does not constitute an offer to sell, nor is it a solicitation of an offer to buy, any security and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offering would be unlawful and is being issued under Rule 135c of the Securities Act.

About Manhattan Pharmaceuticals, Inc.

Manhattan Pharmaceuticals is a specialty healthcare product company focused on the development and commercialization of innovative treatments for underserved patient populations. The Company is currently focused on two programs: Hedrin[®], a novel, non-insecticide treatment for pediculosis (head lice), which is being developed through a joint venture with Nordic Biotech, and a topical GEL product for the treatment of psoriasis.

About Ariston Pharmaceuticals, Inc.

Ariston Pharmaceuticals, Inc. ("Ariston") is a private, clinical stage specialty biopharmaceutical company based in Shrewsbury, Massachusetts that in-licenses, develops, and plans to commercialize novel therapeutics for the treatment of serious disorders of the central and peripheral nervous systems. Ariston is currently focused on the development of AST-726, a nasally delivered vitamin B₁₂ remediation treatment, and AST-914, a metabolite for the treatment of essential tremor.

Note Regarding Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements involve risks and uncertainties that could cause Manhattan Pharmaceuticals, Inc.'s actual results to differ materially from the anticipated results and expectations expressed in these forward-looking statements. These statements are often, but not always, made through the use of words or phrases such as "intends," "anticipates," "expects," "plans," "believes," "intends," "will," and similar words or phrases. These statements are based on Manhattan Pharmaceuticals, Inc.'s current expectations, forecasts and assumptions, which are subject to risks and uncertainties, which could cause actual outcomes and results to differ materially from these statements. Among other things, there can be no assurances that the merger with Ariston will be consummated or that Manhattan Pharmaceuticals, Inc.'s (or its joint venture with Nordic's) development or commercialization efforts relating to Hedrin, topical GEL, AST-726, or any other current or future product candidates will be successful, that any clinical study will be completed or will return positive results. Other risks that may affect forward-looking information contained in this press release include the company's extremely limited capital resources, the possibility of being unable to obtain regulatory approval for Hedrin, the risk that the results of clinical trials may not support the company's or its joint venture's claims, the risk that the company's product candidates may not achieve market acceptance in North America or elsewhere, the company's reliance on third-party researchers to develop its product candidates, availability of patent protection, the risk that sufficient capital may not be available to develop and commercialize the company's product candidates, the risk that the company's planned acquisition of Ariston Pharmaceuticals, Inc. may not be consummated, and the company's lack of experience in developing and commercializing pharmaceutical products. Additional risks are described in the company's filings with the Securities and Exchange Commission, including its Annual Report on Form 10-K for the year ended December 31, 2008. Manhattan Pharmaceuticals, Inc. assumes no obligation to update these statements, whether as a result of new information, future events, or otherwise, except as required by law.

Contact

Manhattan Pharmaceuticals, Inc.
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(212) 582-3950
