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

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934 (AMENDMENT NO. 9)*

FLAMEL TECHNOLOGIES S.A. (Name of Issuer)

ORDINARY SHARES, NOMINAL VALUE (EURO)0.122 PER SHARE (Title of Class of Securities)

ISIN NO. FR0004018711 (ORDINARY SHARES)

CUSIP 338488109 (ADSs) (CUSIP Number)(1)

OSCAR S. SCHAFER
O.S.S. CAPITAL MANAGEMENT LP
598 MADISON AVENUE
NEW YORK, NY 10022
(212) 756-8700

(Name, Address and Telephone Number of Person Authorized to Receive Notices of Communication)

JUNE 22, 2005 (Date of Event Which Requires Filing of This Statement) If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of ss.ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. [] (1) The Ordinary Shares have no CUSIP number. The ISIN number for the Ordinary Shares is FR0004018711. The CUSIP number for the ADSs is 338488109. CUSIP No. 338488109 13D (PAGE 2 OF 11 PAGES) ISIN No. FR0004018711 NAME OF REPORTING PERSONS O.S.S. Capital Management LP I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [X] (b) [] ______ 3 SEC USE ONLY

[]

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION Delaware, USA

SOURCE OF FUNDS*

NUMBEI	R OF SHARES	7	SOLE VOTING POWER 0	
BENEFICIALLY OWNED BY		8	SHARED VOTING POWER 2,665,947	
EACH REPORTING		9	SOLE DISPOSITIVE POWER	
PEI	RSON WITH	10	SHARED DISPOSITIVE POWER 2,665,947	
11	AGGREGATE AMOUNT 2,665,947	BENEF	ICIALLY OWNED BY EACH REPORTING PERSON	
12	CHECK BOX IF THE CERTAIN SHARES*	AGGRE	GATE AMOUNT IN ROW (11) EXCLUDES	[]
13	PERCENT OF CLASS 11.7%	REPRE	SENTED BY AMOUNT IN ROW (11)	
14	TYPE OF REPORTIN	G PERS	DN.*	
	*cr	T TNCT	DUCTIONS DEFORE ELLING OUT	

*SEE INSTRUCTIONS BEFORE FILLING OUT!

ISIN No.	. 338488109 FR0004018711			13D	(PAGE 3 OF 11 PAGES	
1	NAME OF REPORTING Oscar S. Schafer					
	I.R.S. IDENTIFICA	ATION	NOS. OF	ABOVE PERSONS		
2	CHECK THE APPROPI	JP* (a) [> (b) [
3	SEC USE ONLY					
4	SOURCE OF FUNDS*					
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)					
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware, USA					
NUMBER		7	SOLE V	OTING POWER		
BENEFICIALLY OWNED BY		8		VOTING POWER		
EACH REPORTING		9	SOLE D	ISPOSITIVE POWER		
PERSON WITH		10		DISPOSITIVE POWER		
11	AGGREGATE AMOUNT 124,070	BENEF	ICIALLY	OWNED BY EACH REI		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* []					[]
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 0.5%					
14	TYPE OF REPORTING					
	*SEI		RUCTION	S BEFORE FILLING (

	338488109 FR0004018711		13D	(PAGE 4 OF 11 PAGES)					
1	NAME OF REPORTING PERSONS Oscar S. Schafer & Partners II LP								
	I.R.S. IDENTIFICA	ATION	NOS. OF ABOVE PERSONS						
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [X] (b) []								
3	SEC USE ONLY								
4	SOURCE OF FUNDS*								
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)								
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware, USA								
NUMBER	R OF SHARES	7	SOLE VOTING POWER 0						
BENEFIC	CALLY OWNED BY	8	SHARED VOTING POWER 1,239,507						
EACH	REPORTING	9	SOLE DISPOSITIVE POWER 0						
PEF	RSON WITH	10	SHARED DISPOSITIVE POWER 1,239,507						
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,239,507								
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* []								
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.5%								
14	TYPE OF REPORTING PERSON* PN								
	*CE	TNCT	DUCTIONS DEFORE ELLING OF						

CUSIP No	. 338488109 FR0004018711		13D	(PAGE 5 OF 11 PAGES)		
1	NAME OF REPORTING O.S.S. Overseas		SONS			
	I.R.S. IDENTIFICA	ATION	NOS. OF ABOVE PERSONS			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [X (b) [
3	SEC USE ONLY					
4	SOURCE OF FUNDS*					
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)					
6	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands					
NUMBE			SOLE VOTING POWER			
BENEFIC	TALLY OWNED BY	8	SHARED VOTING POWER 1,302,370			
EACH	REPORTING	9	SOLE DISPOSITIVE POWER 0			
PERSON WITH		10	SHARED DISPOSITIVE POWER 1,302,370			
11	AGGREGATE AMOUNT 1,302,370	BENEF	FICIALLY OWNED BY EACH REF			
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* []					
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 5.7%					
14	TYPE OF REPORTING	3 PERS				
	*SE	INS	TRUCTIONS BEFORE FILLING (

CUSIP No.	. 338488109 FR0004018711		13D	(PAGE 6 OF 11 PAGES)		
1	NAME OF REPORTING O.S.S. Advisors I					
	I.R.S. IDENTIFICA	ATION	NOS. OF ABOVE PERSONS			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [X (b) [
	SEC USE ONLY					
4	SOURCE OF FUNDS*					
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)					
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware, USA					
NUMBER		7	SOLE VOTING POWER 0			
BENEFIC	IALLY OWNED BY	8	1,363,577			
EACH	REPORTING	9	SOLE DISPOSITIVE POWER 0			
PE	RSON WITH	10	SHARED DISPOSITIVE POWER 1,363,577			
11	AGGREGATE AMOUNT 1,363,577	BENEF	ICIALLY OWNED BY EACH REP			
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* []					
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 6.0%					
14	TYPE OF REPORTING	G PERS				
	*SEI	INST	RUCTIONS BEFORE FILLING O			

CUSIP No ISIN No.	. 338488109 FR0004018711		13D	(PAGE 7 OF 11 PAGES)		
1	NAME OF REPORTING Schafer Brothers					
	I.R.S. IDENTIFICA	ATION	NOS. OF ABOVE PERSONS			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) [X] (b) [
	SEC USE ONLY					
4	SOURCE OF FUNDS*					
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)					
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware, USA					
NUMBE		7	SOLE VOTING POWER 0			
BENEFIC	IALLY OWNED BY	8	2,665,947			
EACH	REPORTING	9	SOLE DISPOSITIVE POWER 0			
PEI	RSON WITH	10	SHARED DISPOSITIVE POWER 2,665,947	!		
11	AGGREGATE AMOUNT 2,665,947	BENEF	ICIALLY OWNED BY EACH REP			
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* []					
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 11.7%					
14	TYPE OF REPORTING	G PERS				
	*SE	E INST	RUCTIONS BEFORE FILLING O			

CUSIP No.	. 338488109 FR0004018711		13D	(PAGE 8 OF 11 PAGES)		
1	NAME OF REPORTING Oscar S. Schafer	G PERS				
	I.R.S. IDENTIFICA	NOITA	NOS. OF ABOVE PERSONS			
2			BOX IF A MEMBER OF A GROU	(b) []		
3	SEC USE ONLY					
4	SOURCE OF FUNDS* AF					
	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)					
6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware, USA					
	R OF SHARES	7	SOLE VOTING POWER 0			
BENEFICIALLY OWNED BY		8	SHARED VOTING POWER 2,665,947			
EACH		9	SOLE DISPOSITIVE POWER 0			
		10	SHARED DISPOSITIVE POWER 2,665,947			
11	AGGREGATE AMOUNT 2,665,947	BENEF:	ICIALLY OWNED BY EACH REI	PORTING PERSON		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* []					
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 11.7%					
14	TYPE OF REPORTING					
	*SEE		RUCTIONS BEFORE FILLING (

EXPLANATORY NOTE

This Amendment No. 9 to Schedule 13D ("Amendment No. 9") is being filed on behalf of Oscar S. Schafer & Partners I LP, a Delaware limited partnership ("OSS I LP"), Oscar S. Schafer & Partners II LP, a Delaware limited partnership ("OSS II LP" and together with OSS I LP, the "Limited Partnerships"), O.S.S. Advisors LLC, a Delaware limited liability company (the "General Partner"), O.S.S. Overseas Fund Ltd., a Cayman Islands exempted company ("OSS Overseas"), O.S.S. Capital Management LP, a Delaware limited partnership, (the "Investment Manager"), Schafer Brothers LLC, a Delaware limited liability company ("SB LLC"), and Mr. Oscar S. Schafer ("Mr. Schafer", and together with the Limited Partnerships, the General Partner, OSS Overseas, the Investment Manager and SB (the "Investment LLC, the "Reporting Persons"), who serves as the senior managing member of the General Partner and SB LLC. This Amendment No. 9 relates to the ordinary shares, nominal value (euro)0.122 per share ("Ordinary Shares"), of Flamel Technologies S.A., a SOCIETE ANONYME organized under the laws of the Republic of France (the "Issuer"), and amends the Schedule 13D filed with the United States Securities and Exchange Commission (the "SEC") on April 18, 2005, as amended by Amendment No. 1, filed with the SEC on April 29, 2005, Amendment No. 2, filed with the SEC on May 11, 2005, Amendment No. 3, filed with the SEC on May 12, 2005, Amendment No. 4, filed with the SEC on May 13, 2005, Amendment No. 5, filed with the SEC on June 2, 2005, Amendment No. 6, filed with the SEC on June 3, 2005, Amendment No. 7, filed with the SEC on June 14, 2005, and Amendment No. 8, filed with the SEC on June 16, 2005 (as so amended, the "Original Schedule 13D"). Capitalized terms used in this Amendment No. 9 but not otherwise defined herein shall have the meanings ascribed to them in the Original Schedule 13D. Except as amended hereby the Original Schedule 13D remains in effect.

ITEM 4. PURPOSE OF TRANSACTION

Item 4 of the Original Schedule 13D is amended and supplemented by adding immediately before the paragraph beginning "Except as set forth herein . . ." the following text:

On June 22, 2005, at the 2005 AGM, the Issuer's shareholders passed the resolutions proposed by the O.S.S. Shareholders and elected Messrs. Cornelis Boonstra, Randy H. Thurman and Elie Vannier as directors. Each of the newly elected directors received the support of approximately 11.7 million votes, or approximately 88% of the approximately 13.4 million votes cast at the meeting. Each of the resolutions to elect directors proposed by the Issuer was rejected by the shareholders at the 2005 AGM.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: June 22, 2005

/s/ Oscar S. Schafer
Oscar S. Schafer, individually

O.S.S. CAPITAL MANAGEMENT LP

By: Schafer Brothers LLC as General Partner

By: /s/ Oscar S. Schafer

Name: Oscar S. Schafer Title: Senior Managing Member

OSCAR S. SCHAFER & PARTNERS I LLP

By: O.S.S. Advisors LLC as General Partner

By: /s/ Oscar S. Schafer

Name: Oscar S. Schafer Title: Senior Managing Member

OSCAR S. SCHAFER & PARTNERS II LLP

By: O.S.S. Advisors LLC as General Partner

By: /s/ Oscar S. Schafer

Name: Oscar S. Schafer

Title: Senior Managing Member

O.S.S. OVERSEAS FUND LTD

By: /s/ Oscar S. Schafer

Name: Oscar S. Schafer Title: Director

O.S.S. ADVISORS LLC

By: /s/ Oscar S. Schafer

Name: Oscar S. Schafer

Title: Senior Managing Member

SCHAFER BROTHERS LLC

By: /s/ Oscar S. Schafer

Name: Oscar S. Schafer

Title: Senior Managing Member