



NUMBER OF SHARES	7	SOLE VOTING POWER 0
BENEFICIALLY OWNED BY	8	SHARED VOTING POWER 2,665,947
EACH REPORTING	9	SOLE DISPOSITIVE POWER 0
PERSON WITH	10	SHARED DISPOSITIVE POWER 2,665,947

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,665,947	
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 PERSON* PN	

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 338488109  
ISIN No. FR0004018711

13D

(PAGE 3 OF 11 PAGES)

1 NAME OF REPORTING PERSONS  
Oscar S. Schafer & Partners I LP

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
WC

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 OF SHARES 7 SOLE VOTING POWER  
0

BENEFICIALLY OWNED BY 8 SHARED VOTING POWER  
124,070

EACH REPORTING 9 SOLE DISPOSITIVE POWER  
0

PERSON WITH 10 SHARED DISPOSITIVE POWER  
124,070

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
124,070

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 PERSON\*  
PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 338488109  
ISIN No. FR0004018711

13D

(PAGE 4 OF 11 PAGES)

1 NAME OF REPORTING PERSONS  
Oscar S. Schafer & Partners II LP

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
WC

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 OF SHARES 7 SOLE VOTING POWER  
0

BENEFICIALLY OWNED BY 8 SHARED VOTING POWER  
1,239,507

EACH REPORTING 9 SOLE DISPOSITIVE POWER  
0

PERSON 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

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 338488109  
ISIN No. FR0004018711

13D

(PAGE 5 OF 11 PAGES)

1 NAME OF REPORTING PERSONS  
O.S.S. Overseas Fund Ltd

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
WC

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

NUMBER OF SHARES 7 SOLE VOTING POWER  
0

BENEFICIALLY 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 BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,302,370

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 PERSON\*  
CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 338488109  
ISIN No. FR0004018711

13D

(PAGE 6 OF 11 PAGES)

1 NAME OF REPORTING PERSONS  
O.S.S. Advisors LLC

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
AF

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 OF SHARES 7 SOLE VOTING POWER  
0

BENEFICIALLY OWNED BY 8 SHARED VOTING POWER  
1,363,577

EACH REPORTING 9 SOLE DISPOSITIVE POWER  
0

PERSON WITH 10 SHARED DISPOSITIVE POWER  
1,363,577

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,363,577

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 PERSON\*  
00

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 338488109  
ISIN No. FR0004018711

13D

(PAGE 7 OF 11 PAGES)

1 NAME OF REPORTING PERSONS  
Schafer Brothers LLC

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)   
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS\*  
AF

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 OF SHARES 7 SOLE VOTING POWER  
0

BENEFICIALLY OWNED BY 8 SHARED VOTING POWER  
2,665,947

EACH REPORTING 9 SOLE DISPOSITIVE POWER  
0

PERSON WITH 10 SHARED DISPOSITIVE POWER  
2,665,947

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
2,665,947

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 PERSON\*  
00

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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CUSIP No. 338488109  
ISIN No. FR0004018711  
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13D

(PAGE 8 OF 11 PAGES)  
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-----  
1 NAME OF REPORTING PERSONS  
Oscar S. Schafer

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)   
(b)

-----  
3 SEC USE ONLY

-----  
4 SOURCE OF FUNDS\*  
AF

-----  
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 OF SHARES 7 SOLE VOTING POWER  
0

-----  
BENEFICIALLY OWNED BY 8 SHARED VOTING POWER  
2,665,947

-----  
EACH REPORTING 9 SOLE DISPOSITIVE POWER  
0

-----  
PERSON WITH 10 SHARED DISPOSITIVE POWER  
2,665,947

-----  
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
2,665,947

-----  
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 PERSON\*  
IN

-----  
\*SEE INSTRUCTIONS BEFORE FILLING OUT!



#### 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 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. SCHAFFER & 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. SCHAFFER & 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

SCHAFFER BROTHERS LLC

By: /s/ Oscar S. Schafer

-----  
Name: Oscar S. Schafer  
Title: Senior Managing Member