

SEC
1746 (11-02)

POTENTIAL PERSONS WHO ARE TO RESPOND TO THE
COLLECTION OF INFORMATION CONTAINED IN THIS
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FORM DISPLAYS A CURRENTLY VALID OMB CONTROL
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UNITED STATES

OMB APPROVAL

SECURITIES AND EXCHANGE COMMISSION

OMB Number: 3235-0145

WASHINGTON, D.C. 20549

Expires: December 31, 2007

Estimated average burden hours
per response 11

SCHEDULE 13D/A
(AMENDMENT NO. 2)

Under the Securities Exchange Act of 1934

Flamel Technologies S.A.

(Name of Company)

Ordinary Shares, Nominal Value (Euro) 0.122 Per Share

(Title of Class of Securities)

ISIN No. FR0004018711

(Ordinary Shares) CUSIP 338488109
(CUSIP Number of Class of Securities)

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 and Communications)

July 17, 2007

(Date of Event which Requires
Filing of this Schedule)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D/A, and is filing this schedule because of ss.240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. []

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See ss.240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(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.

10469807.1

SCHEDULE 13D/A

CUSIP NO. 338488109
ISIN NO. FR0004018711

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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 PROCEEDING IS REQUIRED PURSUANT
TO ITEMS 2(d) or 2(e) |

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

0

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

8 SHARED VOTING POWER

5,951,047

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

5,951,047

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

5,951,047

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES* |

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) (see Item 5)

24.8% (see Item 5)

14 TYPE OF REPORTING PERSON*

PN

CUSIP NO. 338488109
 ISIN NO. FR0004018711

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1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Oscar S. Schafer & Partners I LP

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 PROCEEDING IS REQUIRED PURSUANT
 TO ITEMS 2(d) or 2(e) | |

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

0

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY
 EACH
 REPORTING
 PERSON WITH

8 SHARED VOTING POWER

230,134

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

230,134

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

230,134

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
 SHARES* | |

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.0% (see Item 5)

14 TYPE OF REPORTING PERSON*

PN

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1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Oscar S. Schafer & Partners II LP

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 PROCEEDING IS REQUIRED PURSUANT
 TO ITEMS 2(d) or 2(e) | |

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

0

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY
 EACH
 REPORTING
 PERSON WITH

8 SHARED VOTING POWER

2,497,468

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

2,497,468

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

2,497,468

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
 SHARES* | |

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

10.4% (see Item 5)

14 TYPE OF REPORTING PERSON*

PN

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CUSIP NO. 338488109
 ISIN NO. FR0004018711

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1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
 O.S.S. Overseas Fund Ltd.

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 PROCEEDING IS REQUIRED PURSUANT
 TO ITEMS 2(d) or 2(e) | |

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Cayman Islands

	7	SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	0	
	8	SHARED VOTING POWER
	2,989,445	
	9	SOLE DISPOSITIVE POWER
	0	
	10	SHARED DISPOSITIVE POWER
	2,989,445	

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON
 2,989,445

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
 SHARES* | |

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 12.5% (see Item 5)

14 TYPE OF REPORTING PERSON*
 CO

SCHEDULE 13D/A

CUSIP NO. 338488109
 ISIN NO. FR0004018711

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1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
 O.S.S. Advisors LLC

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 PROCEEDING IS REQUIRED PURSUANT
 TO ITEMS 2(d) or 2(e) | |

6 CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER	0
	8	SHARED VOTING POWER	2,727,602
	9	SOLE DISPOSITIVE POWER	0
	10	SHARED DISPOSITIVE POWER	2,727,602

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON
 2,727,602

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
 SHARES* | |

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 11.4% (see Item 5)

14 TYPE OF REPORTING PERSON*
 00

SCHEDULE 13D/A

CUSIP NO. 338488109
 ISIN NO. FR0004018711

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1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Schafer Brothers LLC

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 PROCEEDING IS REQUIRED PURSUANT
 TO ITEMS 2(d) or 2(e) | |

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

0

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY
 EACH
 REPORTING
 PERSON WITH

8 SHARED VOTING POWER

5,951,047

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

5,951,047

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

5,951,047

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
 SHARES* | |

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

24.8% (see Item 5)

14 TYPE OF REPORTING PERSON*

00

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1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Oscar S. Schafer

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 PROCEEDING IS REQUIRED PURSUANT
 TO ITEMS 2(d) or 2(e) | |

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

50,000

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY
 EACH
 REPORTING
 PERSON WITH

8 SHARED VOTING POWER

5,951,047

9 SOLE DISPOSITIVE POWER

50,000

10 SHARED DISPOSITIVE POWER

5,951,047

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

5,951,047

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
 SHARES* | |

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

24.8% (see Item 5)

14 TYPE OF REPORTING PERSON*

IN

SCHEDULE 13D/A

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1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Andrew Goffe

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 PROCEEDING IS REQUIRED PURSUANT
 TO ITEMS 2(d) or 2(e) | |

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7 SOLE VOTING POWER

50,000

NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY
 EACH
 REPORTING
 PERSON WITH

8 SHARED VOTING POWER

0

9 SOLE DISPOSITIVE POWER

50,000

10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON

50,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
 SHARES* | |

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

.2% (see Item 5)

14 TYPE OF REPORTING PERSON*

IN

CUSIP NO. 338488109
ISIN NO. FR0004018711

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Pursuant to Rule 13d-2 promulgated under the Act, this Schedule 13D/A (the "AMENDMENT NO. 1") amends the Schedule 13D filed on April 2, 2007 (Accession Number 0000902664-07-001362) (the "ORIGINAL 13D") and the amended Schedule 13D filed on April 5, 2007 (Accession Number 0000902664-07-001401) (the "FIRST AMENDED 13D").

This Amendment No. 2 is being filed by Oscar S. Schafer & Partners I LP, a Delaware limited partnership ("OSS I"), Oscar S. Schafer & Partners II LP, a Delaware limited partnership ("OSS II", and together with OSS I, the "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"), Mr. Andrew Goffe ("MR. GOFFE") and Mr. Oscar S. Schafer ("MR. SCHAFER" together with the Partnerships, the General Partner, OSS Overseas, the Investment Manager, SB LLC and Mr. Schafer, the "REPORTING PERSONS"), who serves as the senior managing member of the General Partner and SB LLC. This Amendment No. 2 relates to the ordinary shares, nominal value (euro) 0.122 per share, which are owned in the form of ADSs ("ORDINARY SHARES"), of Flamel Technologies S.A., a SOCIETE ANONYME organized under the laws of the Republic of France (the "COMPANY").

To the extent permitted by law, each Reporting Person disclaims beneficial ownership of any of the securities covered by this statement.

ITEM 1. SECURITY AND ISSUER

Item 1 of the First Amended 13D is amended and supplemented by adding at the end thereof the following paragraph:

As set forth more fully in Item 5, between March 30, 2007 and July 17, 2007, the Reporting Persons acquired an additional 285,000 ADSs. As of July 17, 2007, the Reporting Persons beneficially own, in aggregate, 5,951,047 Ordinary Shares, all of which are owned in the form of ADSs.

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ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

Item 3 of the First Amended 13D is being amended and restated as follows:

The total amount of funds used by each of the Partnerships and OSS Overseas to purchase the securities of the Company as described herein was furnished from the investment capital of the Partnerships and OSS Overseas, as applicable.

The aggregate purchase price of the 230,134 Ordinary Shares beneficially owned by OSS I was \$4,665,687 inclusive of brokerage commissions.

The aggregate purchase price of the 2,497,468 Ordinary Shares beneficially owned by OSS II was \$50,139,768 , inclusive of brokerage commissions.

The aggregate purchase price of the 2,989,445 Ordinary Shares beneficially owned by OSS Overseas was \$58,781,344, inclusive of brokerage commissions.

ITEM 4. PURPOSE OF TRANSACTION.

Item 4 of the First Amended 13D is being amended and restated as follows:

The Ordinary Shares acquired on June 11, 2007 and July 17, 2007 were not acquired and additional Ordinary Shares beneficially owned by each Reporting Person are not held, in either case, for the purpose of or with the effect of influencing the control of the Company or in connection with, or as a participant in, any transaction having that purpose or effect.

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ITEM 5. INTEREST IN SECURITIES OF THE COMPANY.

Item 5 of the First Amended 13D is being amended and restated as follows:

(a), (b) The following table sets forth the aggregate number and percentage of the outstanding Ordinary Shares beneficially owned by each of the Reporting Persons named in Item 2, as of the date hereof. The percentage of the outstanding Ordinary Shares beneficially owned is based on the 23,990,590 Ordinary Shares (based on calculations made in accordance with Rule 13d-3(d)). The table also sets forth the number of Ordinary Shares with respect to which each Reporting Person has the sole power to vote or to direct the vote, shared power to vote or to direct the vote, sole power to dispose or to direct the disposition, or shared power to dispose or to direct the disposition, in each case as of the date hereof.

Reporting Person	Aggregate Number of Ordinary Shares Beneficially Owned	Approximate Percentage	Number of Ordinary Shares: Sole Power to Vote or to Dispose	Number of Ordinary Shares: Shared Power to Vote or to Dispose
Investment Manager	5,951,047	24.8%	0	5,951,047
OSS I	230,134	1.0%	0	230,134
OSS II	2,497,468	10.4%	0	2,497,468
OSS Overseas	2,989,445	12.5%	0	2,989,445
General Partner	2,727,602	11.4%	0	2,727,602
SB LLC	5,951,047	24.8%	0	5,951,047
Mr. Schafer	5,951,047	24.8%	50,000	5,951,047
Mr. Goffe	50,000	0.2%	50,000	50,000

Each of the transactions listed above were effected in the open market.

The Investment Manager, the General Partner, SB LLC, Mr. Schafer and Mr. Goffe expressly declare that this filing shall not be construed as an admission that each is, for the purposes of sections 13(d) or 13(g) of the Act, the beneficial owner of any securities covered by this filing.

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 ISIN NO. FR0004018711

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(c) Except for the transactions set forth below, during the last sixty days the Reporting Persons have effected no transactions with respect to the Ordinary Shares.

Reporting Person	Date	Buy or Sell	Number of Ordinary SHARES/ ADSs	Price Per Share/ADS
OSS I	6/11/2007	Buy	3,172	\$24.86
OSS I	7/17/2007	Buy	6,612	\$21.52
OSS II	6/11/2007	Buy	75,365	\$24.86
OSS II	7/17/2007	Buy	71,805	\$21.52
OSS Overseas	6/11/2007	Buy	41,463	\$24.86
OSS Overseas	7/17/2007	Buy	86,583	\$21.52

(d) The (i) limited partners and the General Partner of the Partnerships and (ii) the shareholders and the advisor of OSS Overseas have the right to participate in the receipt of dividends from, and the proceeds from the sale of, the securities held for the Partnerships and OSS Overseas, respectively.

(e) Not applicable.

CUSIP NO. 338488109
ISIN NO. FR0004018711

SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: July 18, 2007

OSCAR S. SCHAFER

By: /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 LP

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

By: /s/ OSCAR S. SCHAFER

Name: Oscar S. Schafer
Title: Senior Managing Member

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ISIN NO. FR0004018711

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OSCAR S. SCHAFER & PARTNERS II LP
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

CUSIP NO. 338488109
ISIN NO. FR0004018711

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ANDREW GOFFE

By: /s/ ANDREW GOFFE

Andrew Goffe, individually