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

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934 (AMENDMENT NO. 6)\*

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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)

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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)

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JUNE 3, 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.

	. 338488109 FR0004018711		13D	(PAGE 2 OF	13 PAGES)
1	NAME OF REPORTIN				
	I.R.S. IDENTIFIC	CATION	NOS. OF ABOVE PERS	ONS	
2	CHECK THE APPROF	PRIATE	BOX IF A MEMBER OF	A GROUP*	(a) [X] (b) [ ]
3	SEC USE ONLY				
4	SOURCE OF FUNDS*				
5	CHECK BOX IF DIS TO ITEM 2(d) or		RE OF LEGAL PROCEED	INGS IS REQUIRED PU	RSUANT
6	CITIZENSHIP OR F Delaware, USA	PLACE 0	PF ORGANIZATION		
NUMBE	R OF SHARES	7	SOLE VOTING POWER		

BENEFICIALLY OWNED BY	8	SHARED VOTING POWER 2,665,947	
EACH REPORTING	9	SOLE DISPOSITIVE POWER	
PERSON WITH	10	SHARED DISPOSITIVE POWER 2,665,947	
11 AGGREGATE AMOUNT 2,665,947	Γ BENEF	ICIALLY OWNED BY EACH REPORTING PERSON	
12 CHECK BOX IF THE CERTAIN SHARES*	E AGGRE	GATE AMOUNT IN ROW (11) EXCLUDES	[ ]
13 PERCENT OF CLASS 12.3%	S REPRE	SENTED BY AMOUNT IN ROW (11)	
14 TYPE OF REPORTIN	NG PERS	CON*	
*SE	EE INST	RUCTIONS BEFORE FILLING OUT!	

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EACH REPORTING		9	SOLE DISPOSITIV	VE POWER					
		10	SHARED DISPOSI 124,070	TIVE POWER					
11 AGGRE 124,0		BENEF	ICIALLY OWNED BY						
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13 PERCE 0.6%									
PN	OF REPORTING								

CUSIP No.	. 338488109 FR0004018711		13D	(PAGE 4 OF 13 PAGES)		
1	NAME OF REPORTING Oscar S. Schafer	_				
	I.R.S. IDENTIFICA	NOITA	NOS. OF ABOVE PERSONS			
2			BOX IF A MEMBER OF A GRO	(d)		
3	SEC USE ONLY					
4	SOURCE OF FUNDS* WC					
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6	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware, USA					
	R OF SHARES	7	SOLE VOTING POWER			
BENEFIC	TALLY OWNED BY	8	SHARED VOTING POWER 1,239,507		•	
			SOLE DISPOSITIVE POWER 0		-	
		10	SHARED DISPOSITIVE POWE 1,239,507		-	
11	AGGREGATE AMOUNT 1,239,507	BENEF:	ICIALLY OWNED BY EACH RE	PORTING PERSON		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* [ ]					
13	PERCENT OF CLASS 5.7%	REPRES	SENTED BY AMOUNT IN ROW	(11)		
14	TYPE OF REPORTING		ON*			
	*SEE		RUCTIONS BEFORE FILLING			

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1	NAME OF REPORTING O.S.S. Overseas I				
	I.R.S. IDENTIFICA	ATION	NOS. OF ABOVE PI	ERSONS	
2	CHECK THE APPROPI			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 P Cayman Islands		F ORGANIZATION		
	R OF SHARES		SOLE VOTING PON		
BENEFIC	IALLY OWNED BY	8	SHARED VOTING I 1,302,370	POWER	
EACH REPORTING		9	SOLE DISPOSITION		
		10	SHARED DISPOSI 1,302,370	TIVE POWER	
11	AGGREGATE AMOUNT 1,302,370	BENEF		Y EACH REPORTING PE	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* [ ]				
13	PERCENT OF CLASS 6.0%	REPRE	SENTED BY AMOUN		
14	TYPE OF REPORTING				
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	. 338488109 FR0004018711		13D	(PAGE 6 OF 13 PAGES)				
1	NAME OF REPORTING PERSONS O.S.S. Advisors LLC							
	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* 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	R OF SHARES	7	SOLE VOTING POWER					
BENEFIC	IALLY OWNED BY	8	SHARED VOTING POWER 1,363,577					
EACH	EACH REPORTING		SOLE DISPOSITIVE POWER 0					
PERSON WITH 10		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 6.3%		SENTED BY AMOUNT IN ROW (1	11)				
14	TYPE OF REPORTING	G PERS	ON*					
	*05	TNCT	DUCTIONS DEFORE FILLING OF					

CUSIP No.	338488109 FR0004018711		13D	(PAGE 7 OF 13 PAGES)
1	NAME OF REPORTING Schafer Brothers			
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2			BOX IF A MEMBER OF A GROU	(b) [ ]
3	SEC USE ONLY			
4	SOURCE OF FUNDS* AF			
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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	
12	CHECK BOX IF THE CERTAIN SHARES*	AGGRE	GATE AMOUNT IN ROW (11)	
13	PERCENT OF CLASS 12.3%	REPRES	SENTED BY AMOUNT IN ROW	11)
14	TYPE OF REPORTING			
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CUSIP No ISIN No.	. 338488109 FR0004018711		13D	(PAGE 8 OF 13 PAGES)	
1	NAME OF REPORTING OScar S. Schafer	G PERS			
	I.R.S. IDENTIFICA	ATION	NOS. OF ABOVE PERSONS		
2			BOX IF A MEMBER OF A GROU	(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)				
	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware, USA				
NUMBE	R OF SHARES	7	SOLE VOTING POWER 0		
BENEFIC:		8	2,665,947		
EACH REPORTING		9	SOLE DISPOSITIVE POWER 0		
		10	SHARED DISPOSITIVE POWER 2,665,947	?	
11	AGGREGATE AMOUNT 2,665,947	BENEF	ICIALLY OWNED BY EACH REF		
12	CHECK BOX IF THE CERTAIN SHARES*	AGGRE	GATE AMOUNT IN ROW (11) E	EXCLUDES	
13	PERCENT OF CLASS 12.3%	REPRE	SENTED BY AMOUNT IN ROW (	11)	
14	TYPE OF REPORTING	G PERS	SON*		
	*SE	 E INST	RUCTIONS BEFORE FILLING (		

#### EXPLANATORY NOTE

This Amendment No. 6 to Schedule 13D ("Amendment No. 6") 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. 6 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, and Amendment No. 5, filed with the SEC on June 2, 2005 (as so amended, the "Original Schedule 13D"). Capitalized terms used in this Amendment No. 6 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 between the twelfth and the thirteenth paragraphs thereof, the following text:

On June 3, 2005, on behalf of the Limited Partnerships and OSS Overseas, Mr. Schafer began sending to holders of ADSs a letter (the "OSS Voting Recommendation") setting forth the manner in which it is recommended that any such holder should vote with respect to each resolution to be voted on at the 2005 AGM if such holder wishes to support the OSS Resolutions. The OSS Voting Recommendation is included as Exhibit 9 to this Amendment No. 6 and is incorporated herein by reference.

The OSS Voting Recommendation recommends that holders of ADSs wishing to support the OSS Resolutions should vote in the following manner:

RESOLUTION	RECOMMENDATION
RESOLUTION 1:	Approval of 2004 financial statementsFOR
RESOLUTION 2:	Allocation of results for 2004FOR
RESOLUTION 3:	Election of Gerard Soula as DirectorAGAINST
RESOLUTION 4:	Election of Stephen Willard as DirectorAGAINST
RESOLUTION 5:	Election of Raul Cesan as DirectorAGAINST

RESOLUTION 6:	Election of William Dearstyne as DirectorAGAINST
RESOLUTION 7:	Election of Michel Greco as DirectorAGAINST
RESOLUTION 8:	Election of Jean-Noel Treilles as DirectorAGAINST
RESOLUTION 9:	Election of James C. Smith as DirectorAGAINST
RESOLUTION 10:	Election of David Deming as DirectorAGAINST
RESOLUTION 11:	Allocation of annual attendance feesFOR
RESOLUTION 12:	Approval of agreements referred to in Art. L. 225-38 ET SEQ. of the Commercial CodeFOR
RESOLUTION 13:	Approval of issuance of 120,000 warrants to certain DirectorsAGAINST
RESOLUTION 14:	Approval of issuance of 80,000 warrants to certain DirectorsAGAINST
RESOLUTION 15:	Authorization of increase in share capital reserved to employeesAGAINST
RESOLUTION 16:	Regularization of certain increases in share capital previously approved by Annual General Meeting in 2004FOR
RESOLUTION 17:	Grant of power of attorney to comply with legal formalitiesFOR
RESOLUTION 18:	Removal of any Director elected by Resolutions 3 through 10 aboveFOR
RESOLUTION 19:	Election of Cornelis Boonstra as DirectorFOR
RESOLUTION 20:	Election of Randy H. Thurman as DirectorFOR
RESOLUTION 21:	Election of Elie Vannier as DirectorFOR

## ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

Item 7 of the Original Schedule 13D is amended and restated in its entirety to read as follows:

The following are filed as exhibits to this statement on Schedule 13D:

- Exhibit 1 Joint Filing Agreement (previously filed with the Original Schedule 13D on April 18, 2005).
- Exhibit 2 Notice of Ownership of More than 5% of Share Capital and Voting Rights Delivered to the Issuer pursuant to Article L. 233-7 of the French Commercial Code (CODE DE COMMERCE) (previously filed with Amendment No. 1 to Schedule 13D on April 29, 2005).
- Exhibit 3 Notice of Ownership of More than 10% of Share Capital and Voting Rights Delivered to the Issuer pursuant to Article L. 233-7 of the French Commercial Code (CODE DE COMMERCE) (previously filed with Amendment No. 2 to Schedule 13D on May 11, 2005).

- Exhibit 4 Letter to Gerard Soula, PRESIDENT ET DIRECTEUR GENERAL of Flamel Technologies S.A. Requiring Inclusion of Draft Resolutions on Agenda for 2005 Annual General Meeting pursuant to Article L. 225-105 of the French Commercial Code (CODE DE COMMERCE) (previously filed with Amendment No. 4 to Schedule 13D on May 13, 2005).
- Exhibit 5 Text of Draft Resolutions to be Proposed at Annual General Meeting of Shareholders of Flamel Technologies S.A. (previously filed with Amendment No. 4 to Schedule 13D on May 13, 2005).
- Exhibit 6 Biographical Information on Nominees for Directors (previously filed with Amendment No. 4 to Schedule 13D on May 13, 2005).
- Exhibit 7 Reasons (L'EXPOSE DES MOTIFS) for the Proposed Resolutions (previously filed with Amendment No. 4 to Schedule 13D on May 13, 2005).
- Exhibit 8 Letter to Gerard Soula, PRESIDENT ET DIRECTEUR GENERAL of Flamel Technologies S.A., dated June 2, 2005 (previously filed with Amendment No. 5 to Schedule 13D on June 2, 2005).
- Exhibit 9 The OSS Voting Recommendation.

#### **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 3, 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

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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

## O.S.S. CAPITAL MANAGEMENT LP 598 Madison Avenue, New York NY 10022

#### Dear Fellow Shareholders:

If you wish to support the slate of the OSS Shareholders at the Flamel Annual General Meeting to be held on June 22, 2005, the OSS Shareholders recommend that you vote in the following manner:

RESOLUTION	RECOMMENDATION
RESOLUTION 1:	Approval of 2004 financial statementsFOR
RESOLUTION 2:	Allocation of results for 2004FOR
RESOLUTION 3:	Election of Gerard Soula as DirectorAGAINST
RESOLUTION 4:	Election of Stephen Willard as DirectorAGAINST
RESOLUTION 5:	Election of Raul Cesan as DirectorAGAINST
RESOLUTION 6:	Election of William Dearstyne as DirectorAGAINST
RESOLUTION 7:	Election of Michel Greco as DirectorAGAINST
RESOLUTION 8:	Election of Jean-Noel Treilles as DirectorAGAINST
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RESOLUTION 10:	Election of David Deming as DirectorAGAINST
RESOLUTION 11:	Allocation of annual attendance feesFOR
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RESOLUTION 13:	Approval of issuance of 120,000 warrants to certain Directors
RESOLUTION 14:	Approval of issuance of 80,000 warrants to certain DirectorsAGAINST
RESOLUTION 15:	Authorization of increase in share capital reserved to employeesAGAINST
RESOLUTION 16:	Regularization of certain increases in share capital previously approved by Annual General Meeting in 2004FOR
RESOLUTION 17:	Grant of power of attorney to comply with legal formalitiesFOR
RESOLUTION 18:	Removal of any Director elected by Resolutions 3 through 10 aboveFOR
RESOLUTION 19:	Election of Cornelis Boonstra as DirectorFOR
RESOLUTION 20:	Election of Randy H. Thurman as DirectorFOR
RESOLUTION 21:	Election of Elie Vannier as DirectorFOR
	* * * * *

Attached is a copy of a recent letter to Gerard Soula which discusses the reasons why the OSS Shareholders have proposed their resolutions. I urge you to read this letter, as well as the supporting statement (EXPOSE DES MOTIFS) and biographies of the proposed directors included in the materials that accompanied your proxy card. YOUR VOTE IS IMPORTANT. Please vote as soon as possible and in any event NO LATER THAN JUNE 17, 2005 AT 4:00 P.M. EST. On behalf of the OSS Shareholders, I thank you for your support.

Sincerely,

/s/ Oscar S. Schafer

Oscar S. Schafer