



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* <span style="float: right;">[ ]</span>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 12.3%	
14	TYPE OF REPORTING PERSON* PN	

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 338488109  
ISIN No. FR0004018711

13D

(PAGE 3 OF 13 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)  
0.6%

14 TYPE OF REPORTING PERSON\*  
PN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

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CUSIP No. 338488109  
ISIN No. FR0004018711  
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(PAGE 4 OF 13 PAGES)  
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-----  
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)  
5.7%

-----  
14 TYPE OF REPORTING PERSON\*  
PN

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

CUSIP No. 338488109  
ISIN No. FR0004018711

13D

(PAGE 5 OF 13 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)  
6.0%

14 TYPE OF REPORTING PERSON\*  
CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 338488109  
ISIN No. FR0004018711

13D

(PAGE 6 OF 13 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)  
6.3%

14 TYPE OF REPORTING PERSON\*  
00

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 338488109  
ISIN No. FR0004018711

13D

(PAGE 7 OF 13 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)  
12.3%

14 TYPE OF REPORTING PERSON\*  
00

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 338488109  
ISIN No. FR0004018711

13D

(PAGE 8 OF 13 PAGES)

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)  
12.3%

14 TYPE OF REPORTING PERSON\*  
IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT!



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 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 statements.....	FOR
RESOLUTION 2: Allocation of results for 2004.....	FOR
RESOLUTION 3: Election of Gerard Soula as Director.....	AGAINST
RESOLUTION 4: Election of Stephen Willard as Director.....	AGAINST
RESOLUTION 5: Election of Raul Cesan as Director.....	AGAINST

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

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. 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

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 Flame1 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 statements.....	FOR
RESOLUTION 2: Allocation of results for 2004.....	FOR
RESOLUTION 3: Election of Gerard Soula as Director.....	AGAINST
RESOLUTION 4: Election of Stephen Willard as Director.....	AGAINST
RESOLUTION 5: Election of Raul Cesan as Director.....	AGAINST
RESOLUTION 6: Election of William Dearstyne as Director.....	AGAINST
RESOLUTION 7: Election of Michel Greco as Director.....	AGAINST
RESOLUTION 8: Election of Jean-Noel Treilles as Director.....	AGAINST
RESOLUTION 9: Election of James C. Smith as Director.....	AGAINST
RESOLUTION 10: Election of David Deming as Director.....	AGAINST
RESOLUTION 11: Allocation of annual attendance fees.....	FOR
RESOLUTION 12: Approval of agreements referred to in Art. L. 225-38 ET SEQ. of the Commercial Code.....	FOR
RESOLUTION 13: Approval of issuance of 120,000 warrants to certain Directors.....	AGAINST
RESOLUTION 14: Approval of issuance of 80,000 warrants to certain Directors.....	AGAINST
RESOLUTION 15: Authorization of increase in share capital reserved to employees.....	AGAINST
RESOLUTION 16: Regularization of certain increases in share capital previously approved by Annual General Meeting in 2004.....	FOR
RESOLUTION 17: Grant of power of attorney to comply with legal formalities...	FOR
RESOLUTION 18: Removal of any Director elected by Resolutions 3 through 10 above.....	FOR
RESOLUTION 19: Election of Cornelis Boonstra as Director.....	FOR
RESOLUTION 20: Election of Randy H. Thurman as Director.....	FOR
RESOLUTION 21: Election of Elie Vannier as Director.....	FOR

\* \* \* \* \*

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