

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 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)
0.5%

14 TYPE OF REPORTING PERSON*
PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

CUSIP No. 338488109
ISIN No. FR0004018711

13D

(PAGE 4 OF 13 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 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)
5.7%

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)
6.0%

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)
11.7%

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)
11.7%

14 TYPE OF REPORTING PERSON*
IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

EXPLANATORY NOTE

This Amendment No. 8 to Schedule 13D ("Amendment No. 7") 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. 8 relates to the ordinary shares, nominal value (euro)0.122 per share ("Ordinary Shares"), of Flame1 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, and Amendment No. 7, filed with the SEC on June 14, 2005 (as so amended, the "Original Schedule 13D"). Capitalized terms used in this Amendment No. 8 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 14, 2005, Gerard Soula, President and Chief Executive Officer of the Issuer, issued a further letter to shareholders (the "June 14 Letter"). On the morning of June 15, 2005, the Issuer hosted a conference call (the "Second Conference Call") in which Mr. Soula and Stephen Willard, the General Counsel and Chief Financial Officer of the Issuer, participated.

On June 16, 2005, on behalf of the Limited Partnerships and OSS Overseas, Mr. Schafer sent a letter (the "Third OSS Letter") to Mr. Soula, in which Mr. Schafer responded to the June 14 Letter and the Second Conference Call. The Third OSS Letter is attached as Exhibit 11 to this Amendment No. 8 and is incorporated herein by reference.

ITEM 5. INTERESTS IN SECURITIES OF THE ISSUER

Explanatory note

- - - - -

On June 15, 2005, the Issuer filed its Annual Report on Form 20-F for the Year ended December 31, 2004. On page 43 of that filing the Issuer disclosed that as of May 16, 2005 there were 22,701,595 Ordinary Shares outstanding. The percentages set forth in this Amendment No. 8 have been amended and restated to reflect this most recent disclosure regarding the number of

Ordinary Shares outstanding. Any changes to the percentages set forth under Item 5 and on the cover pages to this Amendment No. 8 result from a recalculation on the basis of the most recent number of Ordinary Shares outstanding. SINCE THE FILING OF AMENDMENT NO. 7, NO REPORTING PERSON HAS BOUGHT OR SOLD ANY ORDINARY SHARES OR ADSS NOR HAS THERE OTHERWISE BEEN ANY CHANGE IN THE NUMBER OF ORDINARY SHARES THE REPORTING PERSONS BENEFICIALLY OWN.

Paragraphs (a) and (b) of Item 5 of the Original Schedule 13D are amended and restated in their entirety to read 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 22,701,595 Ordinary Shares outstanding as May 16, 2005, as reported by the Issuer on page 43 of its Annual Report on Form 20-F for the Year ended December 31, 2004, as filed with the United States Securities and Exchange Commission on June 15, 2005. 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 direct the vote, sole power to dispose or to direct the disposition, or shared power to dispose or 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	2,665,947	11.7%	0	2,665,947
OSS I LP	124,070	0.5%	0	124,070
OSS II LP	1,239,507	5.5%	0	1,239,507
OSS Overseas	1,302,370	5.7%	0	1,302,370
General Partner	1,363,577	6.0%	0	1,363,577
SB LLC	2,665,947	11.7%	0	2,665,947
Mr. Schafer	2,665,947	11.7%	0	2,665,947

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 (previously filed with Amendment No. 6 to Schedule 13D on June 3, 2005).
- Exhibit 10 Letter to Gerard Soula, PRESIDENT ET DIRECTEUR GENERAL of Flamel Technologies S.A., dated June 14, 2005 (previously filed with Amendment No. 7 to Schedule 13D on June 14, 2005).
- Exhibit 11 Letter to Gerard Soula, PRESIDENT ET DIRECTEUR GENERAL of Flamel Technologies S.A., dated June 16, 2005.

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 16, 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

[Letterhead of O.S.S. Capital Management LP]

June 16, 2005

BY FACSIMILE AND FEDERAL EXPRESS

Gerard Soula
President, Directeur General
Flamel Technologies S.A.
Parc Club du Moulin a Vent
33 avenue du Dr. Georges Levy
69693 Venissieux cedex France

RE: YOUR LETTER TO SHAREHOLDERS DATED JUNE 14, 2005.

Monsieur le President:

I am writing on behalf of Oscar S. Schafer & Partners I LP, Oscar S. Schafer & Partners II LP and O.S.S. Overseas Fund Ltd (collectively, the "OSS Shareholders") which acting DE CONCERT, within the meaning of Art. L. 233-10 of the French Commercial Code, have proposed resolutions for the election of a new board of directors to be voted on at the Annual Meeting of Shareholders of Flamel to be held on June 22, 2005 (the "2005 AGM"). The OSS Shareholders are also, acting DE CONCERT, the largest shareholder in Flamel.

I am writing in response to your letter to your "fellow shareholders" dated June 14, 2005 and to certain of your comments yesterday by conference call.

As both the letter and the conference call made quite clear: You still don't get it.

Specifically:

1. You can not besmirch the character of honorable people. As your own lawyers have acknowledged, Elie Vannier is not currently the subject of any legal proceedings. In fact, Mr. Vannier has been entirely exonerated of any wrongdoing. The Paris Court of Appeals found that he was INNOCENT OF ANY VIOLATION OF ANY LAW. That decision is definitive and final. Your own lawyer apologized publicly for this mistake. Yet you continue to attack Mr. Vannier. Furthermore, contrary to your insinuations that the stock price of Enzon fell under Randy H. Thurman's leadership, the stock price actually INCREASED OVER 1500% during Mr. Thurman's tenure as chairman of Enzon. You can not protect your own position by making false accusations against others and their records of achievement.
2. You claim that Flamel's \$100 million cash position was raised from operations. In fact, Flamel actually raised more than \$60 million by selling stock to your fellow shareholders at over \$31 per share in October 2003. You should remember this, because you sold 300,000 of your own shares at the same price at the same time, improving your personal cash position by over \$9 million.
3. You claimed on May 19 that you "have initiated all the projects which create the value of Flamel today." Yet Asacard(TM) was first developed at Cripdom Laboratories, the assets of which Flamel acquired following Cripdom's bankruptcy in 1993. No one challenges that you are an excellent scientist. But it is not necessary to claim the work of others to burnish your own reputation. Flamel's superior technologies are more than the work of one man. Contrary to your own view, Flamel is more than just Dr. Soula. And lest there be any doubt, no matter who developed them, Flamel's intellectual property and trade secrets are the assets of the Company, which the proposed board of directors, if elected, will zealously safeguard.
4. You persist in using scare tactics in an effort to preserve your current position. It was you who solicited the letter from GlaxoSmithKline, deliberately worrying Flamel's most significant existing partner in an effort to protect your own offices. It is you who continues to misstate the intentions of the OSS Shareholders with

respect to the management and employees of the Company. And it is you who has refused to compromise with the owners of Flamel, its shareholders, and who threatens to sell your shares, sever all ties with Flamel and go home. Don't be surprised if those shareholders call your bluff on June 22.

5. We have always agreed that the potential of Flamel Technologies is great; what is dismal is your record in commercializing this potential. Whatever your scientific success, your commercial record is unacceptable. As you conceded on the conference call yesterday, "time is the enemy". Dr. Soula, you have had more than ample chance to prove your commercial abilities. The OSS Shareholders believe your time is up.

Let me be clear. The OSS Shareholders expect that the proposed slate of directors will make meeting the existing commitments of Flamel a top priority. The OSS Shareholders also intend that the new board will diligently protect the Company's intellectual property (no matter who developed it, and no matter who infringes it), will work with the Company's existing management and employees to make a commercial success of Flamel's superior technologies. In furtherance of this end, the OSS Shareholders intend that the new board will foster a climate of teamwork, good governance and accountability at Flamel. You have made it quite clear that you have no wish to be part of this evolution. While the OSS Shareholders and the proposed directors may have hoped that you would play a constructive role in the Company going forward, they understand and acknowledge your decision. If their fellow shareholders vote with them, the OSS Shareholders will be among the first to wish you well in your new endeavors.

* * * * *

It is time to move on: for Flamel Technologies and for you. It has not been pleasant for the OSS shareholders to engage in this protracted exchange. But the OSS Shareholders have done so in the sincere belief that they are acting in the best interests of ALL Flamel's shareholders. The OSS Shareholders welcome the decision of our fellow shareholders on June 22nd, and look forward to the future with optimism.

Very truly yours,

/s/ Oscar S. Schafer

Oscar S. Schafer, individually, and

(1) as senior managing member of:

(a) O.S.S. Advisors LLC, for itself and as
the general partner of
(i) Oscar S. Schafer & Partners I LP;
and
(ii) Oscar S. Schafer & Partners II LP;

and

(b) Schafer Brothers LLC, for itself and as
the general partner of
O.S.S. Capital Management LP

and

(2) as director of O.S.S. Overseas Fund Ltd.