

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **November 17, 2016**

FLAMEL TECHNOLOGIES S.A.

(Exact name of registrant as specified in its charter)

Republic of France
(State or Other Jurisdiction
of Incorporation)

000-28508
(Commission File Number)

98-0639540
(I.R.S. Employer
Identification No.)

Parc Club du Moulin à Vent
33, avenue du Docteur Georges Levy
69200 Vénissieux France
(Address of Principal Executive Offices)

Not Applicable
(Zip Code)

Registrant's telephone number, including area code: **011 +33 472 78 34 34**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- £ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - £ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - £ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - £ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01 Other Events.

As previously announced, Flamel Technologies S.A. ("Flamel") and Avadel Pharmaceuticals Limited ("Avadel") have entered into a common draft terms of cross-border merger (the "Merger Agreement") with respect to the proposed merger of Flamel and Avadel (the "Merger"). Avadel is an Irish corporation and a direct, wholly-owned subsidiary of Flamel. Subject to the Approval of the Irish High Court (the "High Court"), it is proposed that the Merger will be effective as of December 31, 2016. On October 24, 2016, the High Court issued an order (the "Order") regarding certain legal requirements pertaining to the Merger. A copy of the Order is attached as Exhibit 99.1 and is incorporated herein by reference.

Pursuant to the Order, the High Court will conduct a hearing (the "Hearing") on November 25, 2016 at 11:00 a.m. (Irish Time), at the Four Courts, Inns Quay, Dublin 7, Ireland. At the Hearing, the High Court will set the effective date and time of the Merger as part of its order approving the Merger. In accordance with the Merger Agreement, prior to issuing its order approving the Merger, the High Court will make a determination as to whether the terms and conditions of the Merger are fair (both procedurally and substantively) to the shareholders of each of the merging companies (including Flamel). The High Court will make its fairness determination and issue such order after holding the Hearing. The Hearing will be held in open court, and all interested parties, including the shareholders of each of the merging companies ("Interested Parties"), will have an opportunity to attend and be heard at the Hearing. By newspaper advertisements, Interested Parties were given notice of the Hearing, and informed that any Interested Party intending to appear at the Hearing should give notice to the solicitors for Flamel and Avadel (c/o Arthur Cox, Solicitors for Flamel and Avadel, Earlsfort Center, Earlsfort Terrace, Dublin 2, Ireland) by no later than 5:30 p.m. (Irish time) on 22 November 2016, and that any affidavit in support of any such appearance should be filed with the Central Office of the High Court, and served on the solicitors for Flamel and Avadel, by no later than 5:30 p.m. (Irish time) on 22 November 2016.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Court Order of the Irish High Court, dated October 24, 2016

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FLAMEL TECHNOLOGIES S.A

By: /s/ Phillandas T. Thompson
Phillandas T. Thompson
Senior Vice President, General Counsel and Corporate
Secretary

Date: November 17, 2016

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Court Order of the Irish High Court, dated October 24, 2016

THE HIGH COURT

COMMERCIAL

2016 No. 134 COS

(2016 No. 51 COM)

MONDAY THE 24TH DAY OF OCTOBER 2016

BEFORE MR JUSTICE MCGOVERN

IN THE MATTER OF AN APPLICATION UNDER REGULATIONS 13

AND 14 OF THE EUROPEAN COMMUNITIES (CROSS-BORDER

MERGERS) REGULATIONS 2008

AND IN THE MATTER OF

AVADEL PHARMACEUTICALS LIMITED AND FLAMEL

TECHNOLOGIES S.A.

Applicants

Upon Motion of Counsel for the Applicants pursuant to Originating Notice of Motion herein dated 19 October 2016

Whereupon and on reading the aforementioned Originating Notice of Motion, the Affidavit of Phillandas Thompson sworn on 17 October 2016 grounding the aforementioned Originating Notice of Motion and the Affidavit of Phillandas Thompson sworn on 17 October 2016

And on hearing Counsel for the Applicants

And the Court being satisfied that the First Named Applicant has completed properly the pre-merger requirements set out in the European Communities (Cross-Border Mergers) Regulations 2008 (as amended) (the "**Regulations**")

Accordingly

IT IS ORDERED that, Focml Limited having changed its name to Avadel Pharmaceuticals Limited on 4 May 2016, the title of these proceedings be

THE HIGH COURT

amended to reflect Avadel Pharmaceuticals Limited as the First Named Applicant in these proceedings

And **IT IS ORDERED** that a certificate be issued certifying proper completion by the First Named Applicant of each of the pre-merger requirements in the Regulations in respect of a proposed cross-border merger with the Second Named Applicant (the "**Merger**"), and, specifically, proper completion of the pre-merger requirements provided for at Regulations 5, 6, 7, 8, 9 and 10 of the Regulations

And **IT IS ORDERED** that the hearing of the application by the Applicants for an order pursuant to Regulation 14 of the Regulations including an order confirming the fairness of the terms and conditions of the Merger (both procedurally and substantively) to all persons to whom it is proposed to issue shares of the First Named Applicant in connection therewith be fixed for 11:00 a.m. on Friday 25 November 2016

And **IT IS ORDERED** that the said hearing and the right of any interested party, including any shareholder of the Second Named Applicant, to attend such hearing be advertised once in each of Iris Oifigiúil, The Irish Times, The Irish Independent and the international editions of The Financial Times and The Wall Street Journal

And **IT IS ORDERED** that any interested party who wishes to appear to support or oppose the making of any order give notice to Arthur Cox, the Solicitors for the Applicants, by no later than 5:30 p.m. on Tuesday 22 November 2016 and that any Affidavit in support of such appearance be filed with the Central Office of the High Court and served on the Applicants' Solicitors by no later than 5:30 p.m. on Tuesday 22 November 2016

And the Court doth give the Applicants liberty to apply to the Court.

THE HIGH COURT

NIAMH DERMODY
REGISTRAR

Date of Perfection: 25 OCTOBER 2016

Arthur Cox,
Solicitors for the Applicants

A COPY WHICH I ATTEST

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FOR REGISTRAR