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

OMB APPROVAL
OMB Number: 3235-0145
Expires: December 31, 2005
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hours per response 11

SCHEDULE 13D/A
(Amendment No. 10)

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 (ADSS)

(CUSIP Number of Class of Securities) (1)

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)

September 6, 2005

(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, and is filing this schedule because of Sections 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 Section 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.

SCHEDULE 13D

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

O.S.S. Capital Management LP

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
2,942,547

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
2,942,547

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON
2,942,547

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT
IN ROW (11)
13.0% (see Item 5)

14 TYPE OF REPORTING PERSON*
PN

SCHEDULE 13D

CUSIP No. 338488109

Page 3 of 15 Pages

ISIN No. FR0004018711

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
124,070

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
124,070

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH 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% (see Item 5)

14 TYPE OF REPORTING PERSON*
PN

SCHEDULE 13D

CUSIP No. 338488109

Page 4 of 15 Pages

ISIN No. FR0004018711

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
1,324,839

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
1,324,839

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON
1,324,839

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT
IN ROW (11)
5.8% (see Item 5)

14 TYPE OF REPORTING PERSON*
PN

SCHEDULE 13D

CUSIP No. 338488109

Page 5 of 15 Pages

ISIN No. FR0004018711

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
0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 SHARED VOTING POWER
1,493,638

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
1,493,638

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON
1,493,638

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT
IN ROW (11)
6.6% (see Item 5)

14 TYPE OF REPORTING PERSON*
CO

SCHEDULE 13D

CUSIP No. 338488109

Page 6 of 15 Pages

ISIN No. FR0004018711

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

7 SOLE VOTING POWER
0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 SHARED VOTING POWER
1,448,909

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
1,448,909

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON
1,448,909

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT
IN ROW (11)
6.4% (see Item 5)

14 TYPE OF REPORTING PERSON*
00

SCHEDULE 13D

CUSIP No. 338488109

Page 7 of 15 Pages

ISIN No. FR0004018711

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
2,942,547

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
2,942,547

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON
2,942,547

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT
IN ROW (11)
13.0% (see Item 5)

14 TYPE OF REPORTING PERSON*
00

SCHEDULE 13D

CUSIP No. 338488109

Page 8 of 15 Pages

ISIN No. FR0004018711

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
0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8 SHARED VOTING POWER
2,942,547

9 SOLE DISPOSITIVE POWER
0

10 SHARED DISPOSITIVE POWER
2,942,547

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON
2,942,547

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT
IN ROW (11)
13.0% (see Item 5)

14 TYPE OF REPORTING PERSON*
IN

SCHEDULE 13D

CUSIP No. 338488109

Page 9 of 15 Pages

ISIN No. FR0004018711

Pursuant to Rule 13d-2 promulgated under the Act, this Schedule 13D/A (the "Amendment No. 10") amends the Schedule 13D filed on April 18, 2005 [File Number 005-50223] (the "Original Schedule 13D") as amended on April 29, 2005 (such Original Schedule 13D as amended, "Amendment No. 1"), as amended on May 11, 2005 (such Amendment No. 1 as amended, "Amendment No. 2"), as amended on May 12, 2005 (such Amendment No. 2 as amended, "Amendment No. 3"), as amended on May 13, 2005 (such Amendment No. 3 as amended, "Amendment No. 4"), as amended on June 2, 2005 (such Amendment No. 4 as amended, "Amendment No. 5"), as amended on June 3, 2005 (such Amendment No. 5 as amended, "Amendment No. 6"), as amended on June 14, 2005 (such Amendment No. 6 as amended, "Amendment No. 7"), as amended on June 16, 2005 (such Amendment No. 7 as amended, "Amendment No. 8"), as amended on June 23, 2005 (such Amendment No. 8 as amended, "Amendment No. 9").

This Amendment No. 10 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") and Mr. Oscar S. Schafer ("Mr. Schafer" and, together with the 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. 10 relates to the ordinary shares, nominal value (euro) 0.122 per share, which are owned in the form of ADSs ("Ordinary Shares" or "ADSs"), 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.

SCHEDULE 13D

CUSIP No. 338488109

Page 10 of 15 Pages

ISIN No. FR0004018711

Item 1. Security and Issuer

Item 1 of the Original 13D, Amendment No. 1, Amendment No. 2, Amendment No. 3, Amendment No. 4, Amendment No. 5, Amendment No. 6, Amendment No. 7, Amendment No. 8 and Amendment No. 9 is amended and supplemented by adding at the end thereof the following paragraph:

As set forth more fully in Item 5, on September 6, 2005, the Partnerships and OSS Overseas acquired, an additional 276,600 ADSs. As of that date, the Reporting Persons beneficially own, in aggregate, 2,942,547 Ordinary Shares, all of which are owned in the form of ADSs.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 of the Original 13D, Amendment No. 1, Amendment No. 2, Amendment No. 3, Amendment No. 4, Amendment No. 5, Amendment No. 6, Amendment No. 7, Amendment No. 8 and Amendment No. 9 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 124,070 Ordinary Shares beneficially owned by OSS I was \$1,879,610, inclusive of brokerage commissions.

The aggregate purchase price of the 1,324,839 Ordinary Shares beneficially owned by OSS II was \$20,288,764, inclusive of brokerage commissions.

The aggregate purchase price of the 1,493,638 Ordinary Shares beneficially owned by OSS Overseas was \$25,294,833, inclusive of brokerage commissions.

SCHEDULE 13D

CUSIP No. 338488109

Page 11 of 15 Pages

ISIN No. FR0004018711

The Depositary charged a fee of \$5.00 per 100 ADSs (or portion thereof) in connection with the surrender of ADSs and the withdrawal of the underlying Ordinary Shares. The total amount of funds used by each of the Partnerships and OSS Overseas to pay such fees of the Depositary was furnished from the investment capital of the Partnerships and OSS Overseas, as applicable.

The aggregate fees paid to the Depositary in respect of the withdrawal of the 100,190 Ordinary Shares owned by OSS I were \$5,010.

The aggregate fees paid to the Depositary in respect of the withdrawal of the 963,387 Ordinary Shares owned by OSS I were \$48,170.

The aggregate fees paid to the Depositary in respect of the withdrawal of the 1,002,370 Ordinary Shares owned by OSS I were \$50,120.

Item 4. Purpose of Transaction.

Item 4 of the Original 13D, Amendment No. 1, Amendment No. 2, Amendment No. 3, Amendment No. 4, Amendment No. 5, Amendment No. 6, Amendment No. 7, Amendment No. 8 and Amendment No. 9 is being amended and restated as follows:

The Ordinary Shares acquired on September 6, 2005 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.

SCHEDULE 13D

CUSIP No. 338488109

Page 12 of 15 Pages

ISIN No. FR0004018711

Item 5. Interest in Securities of the Company.

Item 5 of the Original 13D, Amendment No. 1, Amendment No. 2, Amendment No. 3, Amendment No. 4, Amendment No. 5, Amendment No. 6, Amendment No. 7, Amendment No. 8 and Amendment No. 9 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 22,701,595 Ordinary Shares outstanding as of March 31, 2005 as reported by the Company in its unaudited consolidated financial statements for three months then ended, as filed with the United States Securities and Exchange Commission on the Company's Form 6-K/A on July 26, 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 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	2,942,547	13.0%	0	2,942,547
OSS I	124,070	0.6%	0	124,070
OSS II	1,324,839	5.8%	0	1,324,839
OSS Overseas	1,493,638	6.6%	0	1,493,638
General Partner	1,448,909	6.4%	0	1,448,909
SB LLC	2,942,547	13.0%	0	2,942,547
Mr. Schafer	2,942,547	13.0%	0	2,942,547

SCHEDULE 13D

 CUSIP No. 338488109

 Page 13 of 15 Pages

ISIN No. FR0004018711

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

Reporting Person	Date	Buy or Sell	Number of ADSs	Price Per ADSs
OSS II	9/06/2005	Buy	85,332	\$15.73
OSS Overseas	9/06/2005	Buy	191,268	\$15.69

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

(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.

SCHEDULE 13D

CUSIP No. 338488109

Page 14 of 15 Pages

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: September 9, 2005

OSCAR S. SCHAFFER

By: /s/ Oscar S. Schaffer

Oscar S. Schaffer, individually

O.S.S. CAPITAL MANAGEMENT LP

By: Schaffer Brothers LLC, as General Partner

By: /s/ Oscar S. Schaffer

Name: Oscar S. Schaffer
Title: Senior Managing Member

OSCAR S. SCHAFFER & PARTNERS I LP

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

By: /s/ Oscar S. Schaffer

Name: Oscar S. Schaffer
Title: Senior Managing Member

SCHEDULE 13D

CUSIP No. 338488109

Page 15 of 15 Pages

ISIN No. FR0004018711

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

SCHAFER BROTHERS LLC

By:/s/ Oscar S. Schafer

Name: Oscar S. Schafer
Title: Senior Managing Member