

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

January 31, 2000

Date of Report (Date of earliest event reported)

INHALE THERAPEUTIC SYSTEMS, INC.

(Exact name of registrant as specified in its charter)

----- Delaware -----	----- 023556 -----	----- 94-3134940 -----
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

150 Industrial Road

San Carlos, Ca 94070

(Address of principal executive offices)

(650) 631-3100

(Registrant's telephone number, including area code)

(Former name, if changed since last report)

ITEM 5. OTHER EVENTS

On January 31, 2000, Inhale Therapeutic Systems, Inc. announced its intention to issue \$150 million aggregate principal amount of convertible subordinated notes (\$172.50 million if the over-allotment option is exercised in full). A press release relating to the issuance is attached hereto as Exhibit 99.1.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS

(c) Exhibits

99.1 Press Release dated January 31, 2000

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.

INHALE THERAPEUTIC SYSTEMS, INC.

Dated: January 31, 2000

By: /s/ Brigid A. Makes

Brigid A. Makes
Chief Financial Officer and Vice President
of Finance and Administration

EXHIBIT 99.1

INHALE ANNOUNCES PROPOSED ISSUANCE OF CONVERTIBLE SUBORDINATED NOTES

SAN CARLOS, CALIF., JANUARY 31, 2000 - Inhale Therapeutic Systems, Inc. (Nasdaq:INHL) today announced that it intends to issue \$150 million aggregate principal amount of convertible subordinated notes (\$172.5 million if the over-allotment option is exercised in full). It intends to sell the notes in a private offering to qualified institutional buyers under Rule 144A of the Securities Act of 1933, as amended. The notes will be convertible into shares of Inhale's common stock and will have a seven-year term.

The net proceeds of the offering will be used by Inhale to fund expansion of its production capabilities and facilities, various product and technology development programs, acquisitions, working capital and general corporate purposes. The offering is subject to market conditions and other factors.

The notes to be offered will not be registered under the Securities Act or applicable state securities laws, and may not be offered or sold in the United States absent registration under the Securities Act and applicable state securities laws or available exemptions from the registration requirements.

This release contains forward-looking statements that reflect management's current views as to Inhale's collaborative arrangements, clinical trials, product developments, manufacturing scale-up, and other future events and operations. These forward-looking statements involve uncertainties and other risks that are detailed in Inhale's reports and other filings with the SEC, including its Form 10-Q for the fiscal quarter ended September 30, 1999. Actual results could differ materially from these forward-looking statements.