
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): **January 15, 2003**

Nektar Therapeutics

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

000-23556

(Commission File Number)

94-3134940

(IRS Employer Identification No.)

150 Industrial Road, San Carlos, CA

(Address of principal executive offices)

94070

(Zip Code)

Registrant's telephone number, including area code: **(650) 631-3100**

Inhale Therapeutic Systems, Inc.

(Former name or former address, if changed since last report.)

Item 5. Other Events and Regulation FD Disclosure

Effective January 15, 2003 at 12:01 a.m., the registrant changed its corporate name from Inhale Therapeutic Systems, Inc. to Nektar Therapeutics (the "**Company**"). Further, effective January 15, 2003, the Company changed its trading symbol on the Nasdaq Stock Market from "INHL" to "NKTR".

The Company effected the corporate name change by filing a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware, pursuant to which a wholly owned subsidiary of the Company merged with and into the Company (the "**Merger**"). A copy of the Certificate of Ownership and Merger is attached hereto as Exhibit 3.1. The Company is the surviving corporation in the Merger.

As a result of the corporate name change, the Company revised its specimen common stock certificate. A copy of which is attached hereto as Exhibit 4.1.

Item 7. Financial Statements and Exhibits

(a) **Financial Statements of business acquired.**

Not applicable.

(b) **Pro forma financial information.**

Not applicable.

(c) **Exhibits.**

<u>Exhibit Number</u>	<u>Description</u>
3.1	Certificate of Ownership and Merger of registrant
4.1	Specimen common stock certificate of registrant

SIGNATURE

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 23, 2003

By: /s/ Brigid A. Makes
Brigid A. Makes
Chief Financial Officer, Vice President of Finance and Administration
and Assistant Secretary (Principal Financial and Accounting Officer)

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

NEKTAR MERGER SUB, INC.

WITH AND INTO

INHALE THERAPEUTIC SYSTEMS, INC.

Pursuant to Section 253 of the
Delaware General Corporation Law

INHALE THERAPEUTIC SYSTEMS, INC., a corporation organized and existing under the laws of the State of Delaware (this "**Corporation**"), DOES HEREBY CERTIFY:

FIRST: That this Corporation was incorporated on June 3, 1998, pursuant to the Delaware General Corporation Law (the "**DGCL**"), the provisions of which permit the merger of a subsidiary corporation organized and existing under the laws of such State with and into a parent corporation organized and existing under the laws of such State.

SECOND: That this Corporation owns all of the outstanding shares of the common stock, \$0.0001 par value per share, of Nektar Merger Sub, Inc., a corporation incorporated on January 10, 2003 (the "**Merger Sub**"), pursuant to the DGCL, and having no class of stock outstanding other than such common stock.

THIRD: That this Corporation, by the following resolutions of its Board of Directors, duly adopted by the unanimous written consent of the members thereof, filed with the minutes of its Board of Directors, pursuant to Section 141(f) of the DGCL, on January 10, 2003, determined to, and effective on Wednesday, January 15, 2003 at 12:01 a.m., merge the Merger Sub with and into itself (the "**Merger**");

RESOLVED, that the Merger Sub be merged with and into the Corporation (the "**Merger**") and that the Corporation be the surviving corporation of the Merger;

RESOLVED FURTHER, that the Merger shall become effective on Wednesday, January 15, 2003 at 12:01 a.m., pursuant to Section 253 of the General Corporation Law of the State of Delaware, of a Certificate of Ownership and Merger (the "**Certificate of Merger**") with the Secretary of State of the State of Delaware;

RESOLVED FURTHER, that upon the effectiveness of the Merger, (i) the Corporation shall assume all of the liabilities and obligations of the Merger Sub, (ii) the name of the Corporation shall be changed from "Inhale Therapeutic

Systems, Inc." to "Nektar Therapeutics" and (iii) Article I of the Certificate of Incorporation of the Corporation shall be amended and restated to read as follows:

The name of this corporation is Nektar Therapeutics

FOURTH: That the surviving corporation (the "**Surviving Corporation**") shall be Inhale Therapeutic Systems, Inc.

FIFTH: That from and after the effective time of the Merger, the Certificate of Incorporation, as amended, of Inhale Therapeutic Systems, Inc. shall be the Certificate of Incorporation of the Surviving Corporation and Article I of the Certificate of Incorporation shall be amended and restated to read as follows:

The name of this Corporation is Nektar Therapeutics.

Attached hereto as Exhibit A is a Certificate of Total Assets, stating that the Corporation's total assets, as defined in Section 503(i) of the DGCL, are not less than \$10,000,000.

SIXTH: That the Merger shall become effective on Wednesday, January 15, 2003 at 12:01 a.m.

IN WITNESS WHEREOF, Inhale Therapeutic Systems, Inc. has caused this Certificate of Ownership and Merger to be executed in its corporate name as of this 13th day of January, 2003.

INHALE THERAPEUTIC SYSTEMS, INC.

By: /s/ Ajit S. Gill
Ajit S. Gill
President and Chief Executive Officer

EXHIBIT A

**CERTIFICATE OF TOTAL ASSETS
OF
INHALE THERAPEUTIC SYSTEMS, INC.**

**CERTIFICATE OF TOTAL ASSETS
OF
INHALE THERAPEUTIC SYSTEMS, INC.**

INHALE THERAPEUTIC SYSTEMS, INC., a corporation organized and existing under the laws of the State of Delaware (this "**Corporation**"), DOES HEREBY CERTIFY:

FIRST: That this Corporation was incorporated on June 3, 1998, pursuant to the Delaware General Corporation Law (the "**DGCL**").

SECOND: That as of the date hereof, this Corporation's total assets, as defined in Section 503(i) of the DGCL, are not less than \$10,000,000.

NUMBER
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NEKTAR™
NEKTAR THERAPEUTICS

SHARES

CUSIP 640268 10 8
SEE REVERSE FOR
CERTAIN RESTRICTIONS

INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE

THIS CERTIFIES THAT

is the owner of

FULLY PAID AND NONASSESSABLE SHARES OF COMMON STOCK, \$0.0001 PAR VALUE PER SHARE OF
NEKTAR THERAPEUTICS

transferable only on the books of the Corporation by the holder hereof in person or by duly authorized Attorney upon surrender of this certificate properly endorsed. This certificate is not valid until countersigned by the Transfer Agent and Registrar.

WITNESS the facsimile seal of the Corporation and the facsimile signatures of its duly authorized officers.

Dated:

	_____ NEKTAR THERAPEUTICS CORPORATE SEAL JUNE 3, 1998 DELAWARE _____	
ASSISTANT SECRETARY		PRESIDENT AND CHIEF EXECUTIVE OFFICER

COUNTERSIGNED AND REGISTERED:
MELLON INVESTOR SERVICES LLC
TRANSFER AGENT AND REGISTRAR

BY _____
AUTHORIZED SIGNATURE

NEKTAR THERAPEUTICS

The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM	– as tenants in common	UNIF GIFT MIN ACT–	_____	Custodian	_____
TEN ENT	– as tenants by the entireties		(Cust)		(Minor)
JT TEN	– as joint tenants with right of survivorship and not as tenants in common			under Uniform Gifts to Minors Act	
				_____	(State)
		UNIF TRF MIN ACT–	_____	Custodian (until age _____)	
			(Cust)		
				_____	under Uniform Transfers
			(Minor)		
				to Minors Act	_____
					(State)

Additional abbreviations may also be used though not in the above list.

For value received, _____ hereby sell(s), assign(s) and transfer(s) unto

PLEASE INSERT SOCIAL SECURITY OR OTHER
IDENTIFYING NUMBER OF ASSIGNEE

PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS, INCLUDING ZIP CODE, OF ASSIGNEE(S)

Shares

of the Common Stock represented by the within Certificate, and do(es) hereby irrevocably constitute and appoint

Attorney

to transfer the said Shares on the books of the within named Corporation with full power of substitution in the premises.

Dated _____

NOTICE: The signature to this assignment must correspond with the name as written upon the face of the certificate in every particular, without alteration or enlargement or any change whatever. Signature must be guaranteed.

Signature(s) Guaranteed:

By _____
THE SIGNATURE(S) SHOULD BE GUARANTEED BY AN ELIGIBLE GUARANTOR
INSTITUTION (BANKS, STOCKBROKERS, SAVINGS AND LOAN ASSOCIATIONS AND
CREDIT UNIONS WITH MEMBERSHIP IN AN APPROVED SIGNATURE GUARANTEE
MEDALLION PROGRAM), PURSUANT TO S.E.C. RULE 17Ad-15.
