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MANHATTAN PHARMACEUTICALS INC  
Form 10QSB/A  
March 12, 2004

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

AMENDMENT NO. 1 TO

FORM 10-QSB/A

QUARTERLY REPORT UNDER SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2003

OR

TRANSITION REPORT UNDER SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 0-27282

MANHATTAN PHARMACEUTICALS, INC.  
(Exact Name of Registrant as Specified in Its Charter)

Delaware 36-3898269  
(State or other jurisdiction of (I.R.S. Employer Identification No.)  
incorporation or organization)

787 Seventh Avenue, 48th Floor, New York, New York 10019  
(Address of principal executive offices)

(212) 554-4525  
(Issuer's telephone number)

(Former Name, Former Address and Former Fiscal Year,  
if Changed Since Last Report)

Check whether the issuer: (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the issuer was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

As of March 11, 2004, there were 26,731,033 shares of the issuer's common stock, \$.01 par value, outstanding.

INTRODUCTORY NOTE

This Amendment No. 1 to the Quarterly Report on Form 10-QSB (the "10-QSB/A") for Manhattan Pharmaceuticals, Inc. (the "Company") for the quarter ended June 30, 2003, as filed with the Securities and Exchange Commission ("SEC") on August 14, 2003, is being filed solely for the purpose of amending Exhibit 10.1 thereto and correcting the exhibit index accordingly. The amendment to Exhibit 10.1 is based upon the SEC's review of the Company's confidentiality treatment request previously filed with respect to such exhibit.

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This 10-QSB/A does not reflect events occurring after the filing of the original Form 10-QSB, or modify or update the disclosures therein in any way other than as required to reflect the amendment set forth above. The filing of this Form 10-QSB/A shall not be deemed an admission that the original filing, when made, included any untrue statement of a material fact or omitted to state a material fact necessary to make a statement not misleading.

ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits

| Exhibit No. | Description   |
|-------------|---|
| 10.1        | License Agreement dated April 4, 2003 between the Registrant and NovaDel Pharma Inc.**                          |
| 31.1        | Certification of Chief Executive Officer.*  |
| 31.2        | Certification of Chief Financial Officer.*  |
| 32.1        | Certifications of Chief Executive and Chief Financial Officer pursuant to Sect the Sarbanes-Oxley Act of 2002.* |

\* As previously filed.

\*\* Filed herewith. Portions of this exhibit have been omitted pursuant to a request for confidential treatment and have been filed separately with the Commission pursuant to Rule 24b-2 of the Securities Exchange Act of 1934, as amended.

SIGNATURES

In accordance with the requirements of the Exchange Act of 1934, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

MANHATTAN PHARMACEUTICALS, INC.

Date: March 11, 2004

By: /s/ Leonard Firestone

Leonard Firestone  
President and Chief Executive Officer

Date: March 11, 2004

By: /s/ Nicholas J. Rossettos

Nicholas J. Rossettos  
Chief Financial Officer

EXHIBIT INDEX

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