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# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## 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) **July 19, 2004**

## MACROPORE BIOSURGERY, INC.

(Exact name of registrant as specified in Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**000-32501**  
(Commission File  
Number)

**33-0827593**  
(IRS Employer  
Identification No.)

**6740 Top Gun Street, San Diego, California**  
(Address of Principal Executive Offices)

**92121**  
(Zip Code)

Registrant's telephone number, including area code: **(858) 458-0900**

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#### Item 5: Other Events and Required FD Disclosure

MacroPore Biosurgery, Inc., announced the execution of an agreement granting exclusive sales and distribution rights in Japan for MacroPore Biosurgery's thin film product line, in a press release dated July 19, 2004, attached hereto as Exhibit 99.1.

#### Item 7. Financial Statements and Exhibits

##### (c) Exhibits

Exhibit 99.1 Press release issued by MacroPore Biosurgery, Inc. on July 19, 2004, announcing execution of an agreement granting exclusive sales and distribution rights in Japan for MacroPore Biosurgery's thin film product line.

Exhibit 99.2 Press release issued by MacroPore Biosurgery, Inc. on July 19, 2004, announcing an update of its financial outlook for 2004 and preliminary revenues for the three months ended June 30, 2004.

#### Item 12. Results of Operation and Financial Condition

MacroPore Biosurgery, Inc. issued a press release on July 19, 2004, in which it withdrew its previously stated 2004 revenue guidance because of an inability to reliably project certain revenues. In addition, MacroPore Biosurgery provided preliminary revenue results for the three months ended June 30, 2004. A copy of the press release is attached hereto as Exhibit 99.2.

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#### 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.

MACROPORE BIOSURGERY, INC.

Dated: July 19, 2004

By: /s/ Christopher J. Calhoun  
Christopher J. Calhoun  
Chief Executive Officer

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**EXHIBIT INDEX**

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**Contact:**

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**MacroPore Biosurgery Enters Agreement with Senko Medical for  
Thin Film Distribution Rights in Japan**

*- Deal includes additional upside through minimum purchase requirements and royalties -*

San Diego, CA, July 19, 2004 - MacroPore Biosurgery, Inc. (Frankfurt: XMP) (Reuters: MACP.DE) (Bloomberg: XMP) today announced that it has granted Senko Medical Trading Co. (Senko) exclusive sales and distribution rights to the thin film product line, including SurgiWrap™ and CardioWrap™, in Japan.

In return for these rights, MacroPore Biosurgery will receive from Senko up to \$3.0 million in payments, which includes an upfront \$1.5 million license fee, \$1.25 million upon submission of a regulatory application to the Japanese Ministry of Health, Labour and Welfare (MHLW), and \$250,000 upon product approval by MHLW. In addition, the agreement represents potential upside for MacroPore Biosurgery in revenues from minimum purchase requirements and royalties on Senko's gross revenues for a three year-period following initiation of commercialization of the products in Japan, which potentially represents \$9.0 to \$10.0 million in revenue to MacroPore Biosurgery over that term.

"The Senko team looks forward to having MacroPore Biosurgery as our partner in Japan and to introducing the thin film family of products to the Japanese market," said Mr. Tetsuo Sasaki, President of Senko. "We will make every effort to assure success for both companies."

"We are pleased to establish Senko, one of Japan's leading medical product distributors, as our distribution partner in Japan, which represents the second largest medical market in the world," said Seijihiro Shirahama, Vice President, Asia Pacific at MacroPore Biosurgery. "Because of their broad channels of distribution and enthusiasm for these products, we are very fortunate to have the distribution of our thin film products in their capable hands."

MAST Biosurgery AG (MAST), who purchased the non-Japanese thin film business from MacroPore Biosurgery in May 2004, continues to hold an option to acquire the rights to the thin film product line for the Japanese market from MacroPore Biosurgery. If MAST should exercise the option, they would have to make a material payment to MacroPore Biosurgery and then the two companies would share in MAST's gross profits and royalties from Senko for a three-year period following initiation of commercialization of the products in Japan. MacroPore Biosurgery continues to hold an exclusive worldwide license for bioresorbable thin films for the spinal market and a perpetual nonexclusive worldwide license to bioresorbable thin films in connection with regenerative cell technology.

**About MacroPore Biosurgery, Inc.**

MacroPore Biosurgery (Frankfurt: XMP) is focused on the discovery, development and commercialization of regenerative medicine technologies. We have two technology platforms, bioresorbable technology and regenerative cell technology. Our surgical implants, derived from our bioresorbable technology, represent one of the latest advancements in spine and orthopedic medicine. They are manufactured by us and distributed exclusively through Medtronic Sofamor Danek. Within our regenerative cell technology program, we are developing a system to isolate autologous, homologous-use, regenerative cells. Simultaneously, we are generating scientific knowledge through internal research to support the clinical use of these cells. Our most advanced research and development program is in the repair of cardiovascular tissues that are damaged after a heart attack. We are also researching applications in bone repair, spinal disc regeneration, and cosmetic and reconstructive surgery. For further information please visit our web site <http://www.macropore.com>.

**Cautionary Statement Regarding Forward-Looking Statements**

This press release may include forward-looking statements regarding events and trends which may affect MacroPore Biosurgery's future operating results and financial position. Such statements are subject to risks and uncertainties that could cause MacroPore Biosurgery's actual results and financial position to differ materially. These risks and uncertainties are described (under the heading "Risk Factors") in our 2003 Form 10-K annual report for the year ended December 31, 2003, which is available on our web site. MacroPore Biosurgery assumes no responsibility to update any revision of forward-looking statements to reflect events, trends or circumstances after the date they are made.

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**MacroPore Biosurgery Updates its Financial Outlook for 2004 and  
 Announces Preliminary Second Quarter Revenues**

San Diego, CA, July 19, 2004 - MacroPore Biosurgery, Inc. (Frankfurt: XMP) (Reuters: MACP.DE) (Bloomberg: XMP) today announced that it is withdrawing its previously stated 2004 revenue guidance because the Company is currently not in a position to reliably project HYDROSORB™ product revenues based on the information available at this time.

Preliminary revenues for the quarter ended June 30, 2004 are expected to be approximately \$1.5 million, with approximately \$887,000 attributable to the HYDROSORB™ spine and orthopedic product line. For the six-months ended June 30, 2004, preliminary revenues are expected to be \$3.9 million, with approximately \$2.5 million attributable to the HYDROSORB™ line. The HYDROSORB™ products are distributed exclusively through Medtronic Sofamor Danek (MSD). MacroPore Biosurgery expects to end the quarter with cash and cash equivalents and short-term investments of \$18.0 million.

“We will continue to support the long-term adoption of this technology in conjunction with MSD, despite the difficulty anticipating adoption rates in the market and the purchases from MSD,” said Christopher J. Calhoun, Chief Executive Officer of MacroPore Biosurgery. “Importantly, MSD has reaffirmed their commitment to this product line over the long-term. The outstanding performance of HYDROSORB™, as detailed in the recently published journal, *Neurosurgical Focus*, and the advantages it offers as a resorbable technology suggest that this product family will play an important clinical role in the future.”

“The other components of our business, in particular, the regenerative cell technology program, have continued to perform at or above expectations thus far this year,” added Mr. Calhoun. “The accomplishments include achieving multiple regulatory, scientific and business development milestones, such as the pre-clinical data we released that suggests adipose-derived regenerative cells have the potential to engraft and differentiate into heart muscle, and the recent sale of our thin film business. We expect to continue this success throughout the second half.”

The management of MacroPore Biosurgery will host a conference call today at 4:30 pm Central Eastern Summer Time (CEST) or 10:30 am Eastern Daylight Time (EDT) to discuss the updated outlook and preliminary revenues. This conference call may be accessed from the investor relations section of the Company’s website, [www.macropore.com](http://www.macropore.com). An archived version of the webcast will be available on the same website 60 minutes after the call. The audio replay will be archived for 24 hours following the call and may be accessed by dialing +49 69 58 99 90 568 (PIN: 132637#) or (303) 590-3000 (PIN: 11003580#).

MacroPore Biosurgery will release the full second quarter results on August 16, 2004 at approximately 4:00 PM CEST and host a conference call to discuss the results at 4:30 PM CEST that same day.

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