**UNITED STATES**
**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**

**February 23, 2010**
Date of Report (Date of earliest event reported)

**Discovery Laboratories, Inc.**
(Exact name of registrant as specified in its charter)

| **Delaware** | **000-26422** | **94-3171943** |
|---|---|---|
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification Number) |

**2600 Kelly Road, Suite 100**
**Warrington, Pennsylvania 18976**
(Address of principal executive offices)

**(215) 488-9300**
(Registrant's telephone number, including area code)

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01. Other Events.**

On February 23, 2010, Discovery Laboratories, Inc. (the "Company") issued a press release announcing that it had completed the previously announced public offering contemplated by the Underwriting Agreement dated February 18, 2010, with Lazard Capital Markets LLC ("Lazard") acting as sole underwriter. The press release is attached as Exhibit 99.1 hereto.

In the offering, the Company sold 27,500,000 shares of common stock, par value $.001 per share ("Common Stock"), and warrants to purchase 13,750,000 shares of Common Stock ("Warrants"), as units ("Units"), at a public offering price of $0.60 per Unit. Each Unit was comprised of one share of Common Stock and a Warrant to purchase one half of a share of Common Stock. The shares of Common Stock and the Warrants were issued and are transferable separately. As such, no Units were issued. The terms of the Warrants are further described in the Company's current report on Form 8-K filed on February 18, 2010 and the form of Warrant is attached as Exhibit 4.1 thereto.

The offering generated net proceeds, after deducting the underwriting discount and other estimated offering expenses, of approximately $15.1 million, assuming no exercise of Warrants. The Company currently anticipates using the net proceeds from the offering primarily to support its general corporate activities and for expenses associated with maintaining its research and development operations, including manufacturing, quality and analytical capabilities, product development and clinical operations, which include:

- Expenses related to resolving the remaining issue (related to optimization and revalidation of the Company's rabbit Biological Activity Test (BAT, an important quality control release and stability test) and establishing that the BAT is capable of discriminating changes in Surfaxin® drug product over time) that must be addressed to secure the potential approval of Surfaxin® for the prevention of Respiratory Distress Syndrome ("RDS"), including implementing a comprehensive pre-clinical program.

- Expenses related to ongoing development of the Company's Surfaxin LS™ and Aerosurf® programs, which, together with Surfaxin, are focused on addressing the most significant respiratory conditions affecting pediatric populations, beginning with RDS. Surfaxin LS is a lyophilized formulation of Surfaxin that is manufactured as a dry powder and reconstituted as a liquid prior to administration and offers ease of administration and other potential benefits. Aerosurf, the Company's KL4 surfactant in aerosolized form, is a drug-device combination product based on the Company's proprietary capillary aerosolization technology and potentially can be administered without the invasive procedures that are required for the currently-approved surfactants. Expenses related to Surfaxin LS include the Company's preclinical development program and costs to meet with the U.S. Food and Drug Administration and comparable European regulatory authorities to discuss the Company's proposed Phase 3 global registration clinical program. Expenses related to Aerosurf include activities to advance the Company's ongoing device development and preclinical work and the costs of preparing an investigational new drug application (IND) in anticipation of its planned Phase 2 clinical program. The Company also plans to initiate the Surfaxin LS and Aerosurf clinical development programs after it has secured additional capital resources in the form of strategic alliances or other financial alternatives.

- Expenses related to completing the final stages of the Company's Phase 2 trials: to determine if restoration of surfactant with Surfaxin will improve lung function and result in a shorter duration of mechanical ventilation and hospital stay for children up to two years of age suffering with Acute Respiratory Failure; and an investigator-initiated Phase 2a clinical trial in Cystic Fibrosis ("CF") patients that has been designed to assess the safety, tolerability and short-term effectiveness of aerosolized KL4 surfactant in CF patients. Results from these trials are anticipated in 2010.

The amounts and timing of the expenditures may vary significantly depending on numerous factors, such as the progress of the Company's research and development efforts, technological advances and the competitive environment for Surfaxin and the Company's other SRT drug candidates and their intended uses. Pending the application of the net proceeds, the Company intends to invest the proceeds in short-term, interest-bearing instruments or other investment-grade securities.

**Item 9.01.** **Financial Statements and Exhibits.**

(d) Exhibits:

99.1 Press Release, dated February 23, 2010.

**Cautionary Note Regarding Forward-looking Statements:**

To the extent that statements in this Current Report on Form 8-K are not strictly historical, including statements as to business strategy, outlook, objectives, future milestones, plans, intentions, goals, future financial conditions, future collaboration agreements, the success of the Company's product development or otherwise as to future events, such statements are forward-looking, and are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. The forward-looking statements contained in this Current Report are subject to certain risks and uncertainties that could cause actual results to differ materially from the statements made. Such risks and others are further described in the Company's filings with the Securities and Exchange Commission including the most recent reports on Forms 10-K, 10-Q and 8-K, and any amendments thereto.

**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.

**Discovery Laboratories, Inc.**

By: /s/ W. Thomas Amick

Name: W. Thomas Amick
Title: Chairman of the Board and interim Chief Executive Officer

Date: February 25, 2010

**Exhibit 99.1**

# Discovery Labs Announces Completion of $16.5 Million Public Offering

**Warrington, PA — February 23, 2010 — Discovery Laboratories, Inc. (Nasdaq: DSCO)** today announced that it has completed its previously announced public offering to sell an aggregate of 27,500,000 shares of its common stock and warrants to purchase 13,750,000 shares of its common stock under the Company's previously filed registration statement that was declared effective by the Securities and Exchange Commission on June 18, 2008. Each share was issued and sold as a unit, together with a related warrant to purchase one half of a share of common stock, at a public offering price of $0.60 per share. The warrants are exercisable for a period of five years at an exercise price of $0.85 per share of common stock. As a result of the offering, Discovery Labs has received net proceeds of approximately $15.1 million, after deducting underwriting discounts and commissions and other fees and expenses related to the offering. Lazard Capital Markets LLC ("Lazard") acted as the sole underwriter of the offering.

The net proceeds from the offering will be used to support Discovery Labs' general corporate activities and for expenses associated with maintaining its research and development operations, including manufacturing, quality and analytical capabilities, product development and clinical operations and for other general corporate purposes.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of the securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction. Copies of the final prospectus supplement for this offering and accompanying base prospectus may be obtained at the Securities and Exchange Commission web site at http://www.sec.gov, or from Lazard Capital Markets LLC, 30 Rockefeller Plaza, New York, NY 10020.

## About Discovery Labs

Discovery Laboratories, Inc. is a biotechnology company developing Surfactant Therapies for respiratory diseases. Surfactants are produced naturally in the lungs and are essential for breathing. Discovery Labs' novel proprietary KL4 Surfactant Technology produces a synthetic, peptide-containing surfactant that is structurally similar to pulmonary surfactant and is being developed in liquid, aerosol or lyophilized formulations. In addition, Discovery Labs' proprietary Capillary Aerosolization Technology produces a dense aerosol, with a defined particle size that is capable of potentially delivering aerosolized KL4 surfactant to the deep lung without the complications currently associated with liquid surfactant administration.

***Forward-Looking Statements***

*To the extent that statements in this press release are not strictly historical, all such statements are forward-looking, and are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from the statements made. Examples of such risks and uncertainties are: risks relating to the rigorous regulatory requirements required for approval of any drug or drug-device combination products that Discovery Labs may develop, including that: (a) Discovery Labs and the U.S. Food and Drug Administration (FDA) or other regulatory authorities will not be able to agree on the matters raised during regulatory reviews, or Discovery Labs may be required to conduct significant additional activities to potentially gain approval of its product candidates, if ever, (b) the FDA or other regulatory authorities may not accept or may withhold or delay consideration of any of Discovery Labs' applications, or may not approve or may limit approval of Discovery Labs' products to particular indications or impose unanticipated label limitations, and (c) changes in the national or international political and regulatory environment may make it more difficult to gain FDA or other regulatory approval; risks relating to Discovery Labs' research and development activities, including (i) time-consuming and expensive pre-clinical studies, clinical trials and other efforts, which may be subject to potentially significant delays or regulatory holds, or fail, and (ii) the need for sophisticated and extensive analytical methodologies, including an acceptable biological activity test, if required, as well as other quality control release and stability tests to satisfy the requirements of the regulatory authorities; risks relating to Discovery Labs' ability to develop and manufacture drug products and capillary aerosolization systems for clinical studies, and, if approved, for commercialization of drug and combination drug-device products, including risks of technology transfers to contract manufacturers and problems or delays encountered by Discovery Labs, its contract manufacturers or suppliers in manufacturing drug products, drug substances and capillary aerosolization systems on a timely basis or in an amount sufficient to support Discovery Labs' development efforts and, if approved, commercialization; the risk that Discovery Labs may be unable to identify potential strategic partners or collaborators to develop and commercialize its products, if approved, in a timely manner, if at all; the risk that Discovery Labs will not be able in a changing financial market to raise additional capital or enter into strategic alliances or collaboration agreements, or that the ongoing credit crisis will adversely affect the ability of Discovery Labs to fund its activities, or that additional financings could result in substantial equity dilution; the risk that Discovery Labs will not be able to access credit from its committed equity financing facilities (CEFFs), or that the minimum share price at which Discovery Labs may access the CEFFs from time to time will prevent Discovery Labs from accessing the full dollar amount potentially available under the CEFFs; the risk that Discovery Labs or its strategic partners or collaborators will not be able to retain, or attract, qualified personnel; the risk that Discovery Labs will be unable to regain compliance with The Nasdaq Global Market listing requirements prior to the expiration of the grace period currently in effect, which could eventually result in delisting of Discovery Labs' common stock and cause the price of Discovery Labs' common stock to decline; the risk that recurring losses, negative cash flows and the inability to raise additional capital could threaten Discovery Labs' ability to continue as a going concern; the risks that Discovery Labs may be unable to maintain and protect the patents and licenses related to its products, or other companies may develop competing therapies and/or technologies, or health care reform may adversely affect Discovery Labs; risks of legal proceedings, including securities actions and product liability claims; risks relating to health care reform; and other risks and uncertainties described in Discovery Labs' filings with the Securities and Exchange Commission including the most recent reports on Forms 10-K, 10-Q and 8-K, and any amendments thereto.*

**Contact Information:**
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