

INFORMATION TO BE INCLUDED IN THE REPORT

Section 1—Registrant’s Business and Operations

Item 1.01. Entry into a Material Definitive Agreement.

On November 8, 2008, Genentech and Ipsen/Tercica signed a letter of intent whereby they have consented to amend the March 7, 2007 Court-Ordered Settlement, Development and License Agreement (the “Agreement”) between Genentech, Inc. (“Genentech”) Tercica, Inc. (“Tercica”) and Insmmed Incorporated (“Insmmed”) to permit Insmmed to supply IPLEX™ in connection with named-patient ALS programs worldwide on a royalty-free basis. Insmmed’s ability to do so will be dependent on satisfying any regulatory requirements in any country where a request for treatment is made.

On November 10, 2008 Insmmed issued a Press Release announcing a joint statement from Genentech, Ipsen/Tercica and Insmmed stating that Insmmed had gained royalty-free worldwide rights for IPLEX™ from Genentech and Ipsen/Tercica in connection with potential Named Patient (Expanded Access) Programs for ALS. A copy of the Press Release is attached hereto as Exhibit 99.1 and is incorporated herein by this reference.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

99.1 Press Release, dated November 10 2008

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.

Insmmed Incorporated

Date: November 10, 2008

By: /s/ Kevin P. Tully
Name: Kevin P. Tully C.G.A.,
Title: Executive Vice President &
Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release, dated November 10, 2008