

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K/A

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 30, 2012

BioZone Pharmaceuticals, Inc.

(Exact Name Of Registrant As Specified In Its Charter)

Nevada

(State or Other Jurisdiction of Incorporation)

333-146182

(Commission File Number)

20-5978559

(I.R.S. Employer Identification No.)

550 Sylvan Avenue, Suite 101, Englewood Cliffs, NJ

(Address of Principal Executive Offices)

07632

(Zip Code)

(201) 608-5101

(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 (see General Instruction A.2. below):

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

EXPLANATORY NOTE

This amendment on Form 8-K/A (the "Amendment") amends the Current Report for Biozone Pharmaceuticals, Inc. (the "Company") on Form 8-K, as initially filed with the Securities and Exchange Commission on February 3, 2012 (the "Original Report"). The purpose of this Amendment is to amend our disclosure in Item 5.02 and to attach correspondence received by the Company from Mr. Fisher as Exhibit 17.1. The Company previously disclosed in the Original Report that the Board of Directors of the Company removed Daniel Fisher from his positions as a director and Executive Vice President. The Company subsequently determined that Mr. Fisher's removal from the Board of Directors was not valid. On February 3, 2012, Mr. Fisher resigned from his position as director of the Company. This Amendment is an amendment and restatement of the Original Report in its entirety in order to provide a complete presentation.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On January 30, 2012, the Board of Directors (the "Board") of Biozone Pharmaceuticals, Inc. (the "Company") removed Daniel Fisher from his position as the Company's Executive Vice President. On February 3, 2012, Mr. Fisher resigned from his position as a director of the Company. Correspondence received by the Company from Mr. Fisher upon being furnished a copy of the Original Report is attached hereto as Exhibit 17.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
17.1	Letter from Daniel Fisher

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

BioZone Pharmaceuticals, Inc.

Date: February 8, 2012

By: /s/ Elliot Maza
Name: Elliot Maza
Title: Chief Executive Officer and Chief Financial Officer

As of February 3, 2012

BioZone Pharmaceuticals, Inc.

Attention: Brian Keller
Roberto Prego-Novo
Elliot Maza

Re: Dan Fisher Resignation from the Board

Gentlemen:

As noted and suggested in a letter I wrote to the Board dated January 28, 2012 (the "Fisher Response Letter"), I hereby submit my resignation as a director of BioZone Pharmaceuticals, Inc. ("BPI").

I disagree with the disclosure in BPI's 8-K filed with the SEC on February 3, 2012 in that I was removed from the Board. No such action took place during the call on January 30, 2012. Rather, the stated purpose of the January 30, 2012 meeting was to conduct a hearing on the issue of my termination for cause (the reasons for which I continue to disagree). I note that the Fisher Response Letter does specifically contemplate my resignation from the Board and the conditions triggering such resignation, which have now occurred.

Despite my efforts to resolve conflicts and produce meaningful dialogue in my roles both as an executive officer as well as a director of BPI, it has become apparent to me that the disclosure policies and practices of BPI are not conducive to my role as a public company director for BPI. Specifically, during my tenure as a director of BPI, I have found at least the following material deficiencies in the operations, procedures and general corporate governance policies adopted by BPI:

- BPI has failed to disclose information required of publicly reporting companies and has also failed to disclose materially adverse changes to prior reported agreements.
- BPI has consistently disregarded contractual obligations.
- BPI has failed to maintain a system of control and procedures necessary to allow directors access to company information necessary to carry out the duties of such office, including financial information.

My experience at BPI is illustrative of what I believe to be a flawed and non-transparent process on key director issues such as providing timely and accurate information to the investing public and establishing an independent process necessary to evaluate potential conflicts of interest. As a result, decisions by management and the Board of BPI have often resulted in self-serving outcomes.

Biozone Pharmaceuticals, Inc.
Fisher Board Resignation Letter
February 3, 2012
Page 2 of 2

I attach as Attachment A, a copy of an email memo I wrote on December 22, 2011 to the BPI Board where I request certain information and where I also request that certain additional agenda items be included for a planned Board call. The information was not provided and the Board meeting was adjourned without consideration of the additional agenda items.

I attach as Attachment B, a copy of the Fisher Response Letter (and referenced exhibits) to illustrate some of the operational and governance deficiencies noted in this letter. The Fisher Response letter also provides the basis for my resignation from the Board of BPI.

Sincerely,

/s/ Dan Fisher

Dan Fisher