

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

Date of report (Date of earliest event reported): September 24, 2009

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**NILE THERAPEUTICS, INC.**

(Exact name of Registrant as Specified in its Charter)

Delaware  
(State or other jurisdiction  
of incorporation)

001-34058  
(Commission  
File Number)

88-0363465  
(I.R.S. Employer  
Identification No.)

4 West 4th Ave., Suite 400  
San Mateo, California 94402  
(Address of Principal Executive Offices)

(415) 875-7880  
(Registrant's telephone number, including area code)

Not Applicable  
(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:

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

***Appointment of New Directors***

On September 24, 2009, Frank Litvack, M.D. and Arie S. Beldegrun, M.D. were each appointed to serve as members of the Board of Directors of Nile Therapeutics, Inc. (the "Company"). In accordance with the terms of the Company's standard compensation plan for its non-employee directors, Drs. Litvack and Beldegrun each received an initial stock option grant relating to 130,000 shares of the Company's common stock pursuant to the Company's 2005 Stock Option Plan. A copy of the Company's press release issued September 25, 2009, announcing Dr. Litvack's appointment is attached hereto and incorporated by reference herein as Exhibit 99.1. A copy of the Company's press release issued September 29, 2009, announcing Dr. Beldegrun's appointment is attached hereto and incorporated by reference herein as Exhibit 99.2.

Dr. Beldegrun is a partner of Two River Consulting, LLC ("TRC"). As previously disclosed by the Company in its Current Report on Form 8-K filed on June 25, 2009, the Company and TRC entered into a Services Agreement (the "Services Agreement"), pursuant to which TRC will provide various clinical development, operational and administrative services to the Company for a period of one year. As compensation for such services, the Company agreed to pay to TRC a monthly cash fee of \$65,000 during the term of the Services Agreement and to issue to TRC a five-year stock option to purchase up to an aggregate of 750,000 shares of the Company's common stock at a price per share equal to \$0.89, the closing sale price of the Company's common stock on the date of the Services Agreement. The terms of the Services Agreement were reviewed and approved by a special committee of the Company's Board of Directors consisting of Pedro Granadillo, Paul Mieyal and Greg Schafer. None of the members of the special committee has any interest in TRC or the Services Agreement.

***Resignation of David M. Tanen as Secretary and Director***

On September 24, 2009, upon the appointment of Drs. Litvack and Beldegrun, David M. Tanen resigned from his positions as Secretary and as a member of the Company's Board of Directors.

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

(d) *Exhibits.* The following exhibits are furnished herewith.

| <b><u>Exhibit No.</u></b> | <b><u>Description</u></b>                                       |
|---------------------------|---|
| 99.1                      | Nile Therapeutics, Inc. press release dated September 25, 2009. |
| 99.2                      | Nile Therapeutics, Inc. press release dated September 29, 2009. |

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

**NILE THERAPEUTICS, INC.**

Date: September 29, 2009

By: /s/ Daron Evans  
Daron Evans  
Chief Financial Officer

EXHIBIT INDEX

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**PRESS RELEASE**

**September 25, 2009**

**Nile Therapeutics Appoints Frank Litvack, M.D., to Board of Directors**

**SAN FRANCISCO, CA, September 25, 2009** – Nile Therapeutics, Inc. (NASDAQ: NLTX), a company focused on the development of novel therapeutics for heart failure patients, today announced the appointment of Frank Litvack, M.D., to its Board of Directors. Dr. Litvack is a seasoned veteran of the cardiovascular healthcare space, with over 25 years of academic and industry experience.

“We are excited to welcome Dr. Litvack to our Board of Directors,” said Joshua Kazam, CEO of Nile. “As an established leader in cardiovascular research and entrepreneurship, we are confident that Dr. Litvack will provide Nile with invaluable guidance as we continue the clinical development and business development processes for CD-NP.”

Dr. Litvack is a Professor at the David Geffen School of Medicine, University of California, Los Angeles. He is also an accomplished entrepreneur, having orchestrated the founding, development or sale of several medical technology companies including Progressive Angioplasty Systems, Savacor, and most recently the \$1.4 billion acquisition of Conor Medsystems by Johnson & Johnson.

Dr. Litvack is board certified in internal medicine, cardiovascular diseases and interventional cardiology. He received his undergraduate and medical degrees at McGill University where he completed his residency in internal medicine. Dr. Litvack completed his cardiovascular fellowship at Cedars-Sinai in Los Angeles in 1985, and went on to serve as co-director at the Cardiovascular Intervention Center at Cedars-Sinai Medical Center in Los Angeles from 1986 to 2000. During his academic medical career, he authored and published more than 100 research articles focusing on translational research involving novel therapies for patients with coronary artery and valvular heart disease. Dr. Litvack is an inductee in the NASA Space Technology Hall of Fame for his work translating laser technology from the Jet Propulsion Laboratories into the clinic.

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“I am thrilled to join the Board and look forward to working with both the development team as well as the world-class Scientific Advisory Board at Nile,” commented Dr. Litvack. “The Company’s lead product candidate, CD-NP, has shown tremendous promise in addressing several unmet medical needs in the field of cardiorenal disease, and I look forward to being a part of bringing this important new therapy to patients.”

#### **About Nile Therapeutics**

Nile Therapeutics, Inc. is a clinical-stage biopharmaceutical company that develops innovative products for the treatment of cardiovascular disease and other areas of unmet medical needs. Nile is initially focusing its efforts on developing its lead compound, CD-NP, a novel rationally designed chimeric peptide in clinical studies for the treatment of heart failure, and CU-NP, a novel, rationally designed natriuretic peptide. A key component of the company’s strategy is to acquire the global rights to additional compounds to expand its portfolio. More information on Nile can be found at <http://www.nilethera.com>.

#### **Contact:**

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**Safe Harbor Paragraph for Forward-Looking Statements:** This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 that involve substantial risks and uncertainties. All statements, other than statements of historical facts, included in this press release regarding the timing, progress and anticipated results of the clinical development, regulatory processes, clinical trial timelines, anticipated benefits of CD-NP, Nile’s strategy, future operations, outlook, milestones, the timing and success of Nile’s product development, future financial position, future financial results, plans and objectives of management are forward-looking statements. Nile may not actually achieve these plans, intentions or expectations and Nile cautions investors not to place undue reliance on Nile’s forward-looking statements. Actual results or events could differ materially from the plans, intentions and expectations disclosed in the forward-looking statements Nile makes. Various important factors that could cause actual results or events to differ materially from the forward-looking statements that Nile makes include Nile’s need to raise additional capital to fund its product development programs to completion, Nile’s reliance on third-party researchers to develop its product candidates, and its lack of experience in developing and commercializing pharmaceutical products. Additional risks are described in greater detail in the reports Nile files with Securities and Exchange Commission, including those described under the caption "Risk Factors" in Item 1A of its Annual Report on Form 10-K for the year ended December 31, 2008 filed with the Securities and Exchange Commission on March 12, 2009 and amended on April 23, 2009. Nile is providing this information as of the date of this press release and does not undertake any obligation to update any forward-looking statements as a result of new information, future events or otherwise.

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**PRESS RELEASE**

**September 29, 2009**

**Nile Therapeutics Appoints Arie S. Beldegrun, M.D., to Board of Directors**

**SAN FRANCISCO, CA, September 29, 2009** – Nile Therapeutics, Inc. (NASDAQ: NLTX), a company focused on the development of novel therapeutics for heart failure patients, today announced the appointment of Arie S. Beldegrun, M.D., FACS to its board of directors. Dr. Beldegrun is an accomplished scientist and entrepreneur, with over 20 years of biotechnology experience in academia and industry.

“We are honored to have Dr. Beldegrun join our Board of Directors,” said Joshua Kazam, CEO of Nile. “With his deep experience as a researcher and practicing physician, combined with his track record guiding development-stage biotechnology companies to successful exits, we feel that Dr. Beldegrun adds a unique and valuable perspective to the Board.”

Dr. Beldegrun is Professor and Chief of Urologic Oncology, and holds the Carol and Roy Doumani Chair in Urologic Oncology, at the David Geffen School of Medicine at the University of California, Los Angeles. He is also the Chairman and a Partner at Two River Group Holdings, LLC, a New York-based venture capital firm.

Dr. Beldegrun has been closely involved with the founding, development or sale of several public and private pharmaceutical and biotechnology companies, including Agensys Inc., a privately held company developing fully human antibody cancer therapeutics that was acquired by Astellas Pharma, Inc. in a deal valued at \$537 million. He was also the Vice-Chairman of the Board of Directors and Chairman of the Scientific Advisory Board of Cougar Biotechnology, Inc., an oncology-focused biotechnology company. In July 2009, Johnson & Johnson acquired Cougar in a transaction valued at approximately \$1 billion.

Dr. Beldegrun received his medical degree at the Hebrew University Hadassah Medical School, and conducted his post-doctoral studies at the Weizmann Institute of Science in Israel. He completed his Urologic Surgery residency at Harvard Medical School in 1985 and his Surgical Oncology fellowship at the National Cancer Institute/National Institute of Health in 1988. He is certified by the American Board of Urology and is a Fellow of the American College of Surgeons and the American Association of Genitourinary Surgeons. He is on the scientific boards of several biotechnology and pharmaceutical companies and is a reviewer for many medical journals and granting organizations. He is the author of multiple books on prostate and kidney cancers, holds several biopharmaceutical patents, and has written over 400 scientific publications with an emphasis on Urologic Oncology.

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"I am excited to join Nile's Board of Directors, and look forward to working with the company to advance its technologies," said Dr. Beldegrun. "I believe that CD-NP is a promising therapy, with the potential to address several major unmet medical needs in heart failure and other cardiovascular and renal diseases."

#### **About Nile Therapeutics**

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