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DUSA PHARMACEUTICALS INC  
Form 8-K  
March 29, 2006

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FORM 8-K

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

CURRENT REPORT

Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 27, 2006

DUSA PHARMACEUTICALS, INC.  
(Exact name of registrant as specified in its charter)

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| NEW JERSEY<br>(State or other<br>jurisdiction of<br>incorporation) | 0-19777<br><br>(Commission<br>File Number) | 22-3103129<br><br>(IRS Employer<br>Identification<br>Number) |
|--|--|--|

25 UPTON DRIVE  
WILMINGTON, MASSACHUSETTS 01887  
(Address of principal executive offices, including ZIP code)

(978) 657-7500  
(Registrant's telephone number, including area code)

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 Securities Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14a-12(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 5.03 - AMENDMENT TO ARTICLES OF INCORPORATION OR BYLAWS; CHANGE IN FISCAL YEAR.

On March 27, 2006, the Board of Directors of DUSA Pharmaceuticals, Inc. (the "Company") amended its By-Laws to permit the President of the Company to have the ability to grant the title of "Vice President," "Assistant Vice President" or "Associate Vice President" to non-officer employees of the

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Company, from time to time, subject to certain conditions.

A copy of the amended By-Laws is attached hereto as Exhibit 3.1 and incorporated herein by reference. The foregoing description of the By-Laws is qualified in its entirety by reference to such Exhibit.

ITEM 9.01 - FINANCIAL STATEMENT AND EXHIBITS

3.1 By-Laws of DUSA Pharmaceuticals, Inc.

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.

DUSA PHARMACEUTICALS, INC.

Dated: March 28, 2006

By: /s/ D. Geoffrey Shulman

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D. Geoffrey Shulman, MD, FRCPC  
Chairman of the Board and Chief  
Executive Officer

EXHIBIT INDEX

3.1 By-Laws of DUSA Pharmaceuticals, Inc.