

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**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): October 23, 2012**

**Nabi Biopharmaceuticals**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction  
of incorporation)**

**000-04829**  
**(Commission  
File Number)**

**59-1212264**  
**(IRS Employer  
Identification No.)**

**12270 Wilkins Avenue**  
**Rockville, Maryland**  
**(Address of principal executive offices)**

**20852**  
**(Zip Code)**

**Registrant's telephone number, including area code: (301) 770-3099**

**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 (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))

**Item 3.03. Material Modification to Rights of Security Holders.**

On October 23, 2012, Nabi Biopharmaceuticals, a Delaware corporation (“Nabi”), filed with the Secretary of State of the State of Delaware a Certificate of Amendment (the “Amendment”) to the Nabi Restated Certificate of Incorporation, increasing the total number of shares of Nabi’s common stock authorized for issuance from 125,000,000 shares to 200,000,000 shares. The Amendment became effective upon filing. As previously reported, Nabi’s stockholders approved the Amendment at a reconvened special meeting of stockholders held on October 22, 2012, which was originally held and adjourned on September 24, 2012.

A copy of the Amendment is filed as Exhibit 3.1 hereto and is incorporated herein by reference. The description of the Amendment included in this Item 3.03 is not complete and is qualified in its entirety by reference to the full text of the Amendment set forth on Exhibit 3.1.

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

See the disclosures in Item 3.03 of this Current Report on Form 8-K, which are incorporated herein by reference.

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

(d) Exhibits.

The following document is filed herewith as an exhibit to this report:

<u>Exhibit Number</u>	<u>Description</u>
3.1	Certificate of Amendment

**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.

Nabi Biopharmaceuticals

Date: October 24, 2012

/s/ Raafat E.F. Fahim, Ph.D.

Name: Raafat E.F. Fahim, Ph.D.

Title: President and Chief Executive Officer  
(Duly Authorized Officer)

**EXHIBIT INDEX**

Exhibit  
Number

Description

3.1 Certificate of Amendment

**CERTIFICATE OF AMENDMENT OF  
RESTATED CERTIFICATE OF INCORPORATION OF  
NABI BIOPHARMACEUTICALS**

Nabi Biopharmaceuticals, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify as follows:

1. That at a meeting of the Board of Directors of the Corporation, resolutions were duly adopted setting forth a proposed amendment of the Restated Certificate of Incorporation, as amended, of the Corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of the Corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

The Restated Certificate of Incorporation, as amended, of the Corporation be amended by deleting the first paragraph of Article "FOURTH" thereof and substituting the following in lieu thereof:

"FOURTH: The total number of shares of all classes of stock which the Corporation shall have authority to issue is 205,000,000 shares consisting of

- a) 5,000,000 shares of Preferred Stock, par value \$.10 per share, and
- b) 200,000,000 shares of Common Stock, par value \$.10 per share."

2. That thereafter, pursuant to a resolution of its Board of Directors, a special meeting of the stockholders of the Corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware, at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

3. That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed by its authorized officer as of October 23, 2012.

NABI BIOPHARMACEUTICALS

By: /s/ Raafat E.F. Fahim

Name: Raafat E.F. Fahim, Ph.D.

Title: President and Chief Executive Officer