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[ ] 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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing

On November 21, 2005, Bioenvision, Inc. (the "Company") received a Nasdaq Staff Determination Letter (the "Letter") indicating that the Company failed to comply with Nasdaq Marketplace Rules 4350(c)(4)(A) and 4350(c)(4)(B), requirements for continued listing on the Nasdaq Stock Market and that the Company's common stock was therefore subject to delisting. Rules 4350(c)(4)(A) and (B) provide:

(4) Nomination of Directors

(A) Director nominees must either be selected, or recommended for the board's selection, either by:

(i) a majority of the independent directors, or

(ii) a nominations committee comprised solely of independent directors.

(B) Each issuer must certify that it has adopted a formal written charter or board resolution, as applicable, addressing the nominations process and such related matters as may be required under the federal securities laws.

Upon receipt of the Letter, the Company's board of directors (the "Board") adopted resolutions approving a director nomination policy whereby in connection with the nomination of candidates to the Board, director nominees will either be selected, or recommended for the Board's selection, by a majority of the independent directors of the Board. In addition, the Company certified to the Nasdaq Staff that it has taken this action and is in compliance with Rules 4350(c)(4)(A) and 4350(c)(4)(B). On November 23, 2005, the Company received a notification from the Nasdaq Staff that it had regained compliance with Rules 4350(c)(4)(A) and 4350(c)(4)(B) and that the matter was closed.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

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99.1 Press Release dated November 28, 2005

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SIGNATURE

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.

BIOENVISION, INC.

Dated: November 28, 2005

By: /s/ David P. Luci

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David P. Luci  
Chief Financial Officer, General Counsel and  
Corporate Secretary

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EXHIBIT INDEX

99.1 Press Release dated November 28, 2005

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