

Neptune Technologies & Bioresources Inc.  
Form 6-K  
August 28, 2008

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## SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

### FORM 6-K

Report of Foreign Private Issuer

Pursuant to Rule 13a-16 or 15d-16 of

the Securities Exchange Act of 1934

For the month of: August, 2008

Commission File Number: 001-33526

## NEPTUNE TECHNOLOGIES & BIORESSOURCES INC.

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(Name of Registrant)

**2740 Pierre-Péladeau Avenue**

**Suite H200**

**Laval, Québec**

**Canada H7T 3B3**

(Address of Principal Executive Offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F

Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

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Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934:

Yes

No

If  Yes is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): N/A

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**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, thereunto duly authorized.

**NEPTUNE TECHNOLOGIES & BIORESOURCES INC.**

Date: August 28, 2008

|        |                                       |
|--------|---------------------------------------|
| By:    | /s/ Henri Harland                     |
| Name:  | Henri Harland                         |
| Title: | President and Chief Executive Officer |

**EXHIBIT INDEX**

| <u>Exhibit</u> | <u>Description of Exhibit</u>                               |
|----------------|---|
| <u>99.1</u>    | <u>Notice of Annual and Special Meeting of Shareholders</u> |
| <u>99.2</u>    | <u>Management Proxy Circular</u>                            |

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