

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

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.

(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

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> |
