

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): February 23, 2009**

**Sucampo Pharmaceuticals, Inc.**

(Exact Name of Registrant as Specified in Charter)

Delaware

(State or Other Jurisdiction  
of Incorporation)

001-33609

(Commission  
File Number)

30-0520478

(IRS Employer  
Identification No.)

4520 East-West Highway, Suite 300  
Bethesda, Maryland

(Address of Principal Executive Offices)

20814

(Zip Code)

Registrant's telephone number, including area code: (301) 961-3400

(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 1.01. Entry into a Material Definitive Agreement**

On February 23, 2009, Sucampo Pharma, Ltd., or SPL, a wholly owned Japanese subsidiary of the Registrant, entered into an Exclusive Manufacturing and Supply Agreement with R-Tech Ueno, Ltd., or R-Tech. Under this agreement, SPL granted to R-Tech the exclusive right to manufacture and supply lubiprostone to meet its commercial and clinical requirements in Asia, Australia and New Zealand.

In consideration of these exclusive rights, R-Tech will make an up-front payment of \$250,000 and will be obligated to make milestone payments of \$500,000 upon regulatory approval of lubiprostone in Japan and \$250,000 upon the commercial launch in Japan.

R-Tech has agreed to maintain at least a six-month supply of lubiprostone and a three-month supply of the active ingredient used in manufacturing lubiprostone as a backup inventory.

The Registrant intends to file a copy of the Exclusive Manufacturing and Supply Agreement as an exhibit to its Annual Report on Form 10-K for the year ended December 31, 2008.

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**SIGNATURE**

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.

**SUCAMPO PHARMACEUTICALS, INC.**

Date: February 23, 2009

By: /s/ Jan Smilek

Name: Jan Smilek

Title: Chief Financial Officer