

Neptune Technologies & Bioresources Inc.  
Form 6-K  
February 28, 2014

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

**FORM 6-K**

**REPORT OF FOREIGN PRIVATE ISSUER**  
**PURSUANT TO RULE 13a-16 OR 15d-16**  
**UNDER THE SECURITIES EXCHANGE ACT OF 1934**

**For the month of February 2014.**

**Commission File Number: 001-33526**

**Neptune Technologies & Bioresources Inc.**  
**(Translation of registrant's name into English)**

**545 Promende du Centropolis**

**Suite 100**

**Laval, Québec**

**Canada H7T 0A3**

**(Address of principal executive office)**

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):

**Note:** Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

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):

**Note:** Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's home country), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

Indicate by check mark whether the registrant by furnishing the information contained in this Form 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): 82- .

On February 28, 2014 the Registrant entered into an Underwriting Agreement, dated February 28, 2014, a copy of which is attached hereto as Exhibit 99.1 and is incorporated herein by reference. The Registrant also issued a press release, a copy of which is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

Exhibit 99.1 Underwriting Agreement, dated February 28, 2014

Exhibit 99.2 Press release, dated February 28, 2014

**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.**  
(Registrant)

Date: February 28, 2014

**/s/ André Godin**  
André Godin, Chief Financial Officer