

Neptune Technologies & Bioresources Inc.  
Form 6-K  
May 28, 2010

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**UNITED STATES  
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: May 2010

Commission File Number: 001-33526

**NEPTUNE TECHNOLOGIES & BIORESOURCES INC.**

(Name of Registrant)

**225 Promende du Centropolis**

**Suite 200**

**Laval, Québec**

**Canada H7T 0B3**

(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: May 28, 2010

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

**EXHIBIT INDEX**

<u>Exhibit</u>	<u>Description of Exhibit</u>
99.1	<u>Notice of Annual and Special Meeting of Shareholders</u>
99.2	<u>Management Information Circular</u>
99.3	<u>Voting Instruction Form</u>
99.4	<u>Form of Proxy</u>
99.5	<u>Annual Information Form</u>

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