

Neptune Technologies & Bioresources Inc.  
Form 6-K  
May 31, 2011

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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 2011

Commission File Number: 001-33526

**NEPTUNE TECHNOLOGIES & BIORESSOURCES 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 [X]

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 [X]

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 31, 2011

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

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**EXHIBIT INDEX**

| <u>Exhibit</u> | <u>Description of Exhibit</u>                               |
|----------------|---|
| <u>99.1</u>    | <u>Management Proxy Circular</u>                            |
| <u>99.2</u>    | <u>2011 Annual Report</u>                                   |
| <u>99.3</u>    | <u>Certification of Annual Filings - CEO</u>                |
| <u>99.4</u>    | <u>Certification of Annual Filings - CFO</u>                |
| <u>99.5</u>    | <u>Notice of Annual and Special Meeting of Shareholders</u> |
| <u>99.6</u>    | <u>Form of Proxy</u>  |
| <u>99.7</u>    | <u>News Release Date May 31, 2011</u>                       |

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