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NEOSE TECHNOLOGIES INC  
Form S-8  
November 14, 2001

As filed with the Securities and Exchange Commission on November 14, 2001  
Registration No. 333-\_\_\_\_\_

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933

NEOSE TECHNOLOGIES, INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation)

13-3549286  
(I.R.S employer Identification No.)

102 Witmer Road  
Horsham, PA 19044  
(Address of Principal Executive Offices)

Neose Technologies, Inc. Amended and Restated  
1995 Stock Option/Stock Issuance Plan  
(Full title of the Plan)

P. Sherrill Neff  
President and Chief Operating Officer  
Neose Technologies, Inc.  
102 Witmer Road  
Horsham, Pennsylvania 19044  
(Name and Address of Agent for Service)

(215) 441-5890  
(Telephone number, including area code of agent for service)

COPIES TO:

Barry M. Abelson, Esquire  
Pepper Hamilton LLP  
3000 Two Logan Square  
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Philadelphia, Pennsylvania 19103-2799  
(215) 981-4000

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1235 Westlakes Drive  
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Berwyn, Pennsylvania 19312  
(610) 640-7800

CALCULATION OF REGISTRATION FEE

Title of Securities to Be Registered	Amount to Be Registered(1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)
=====	=====	=====	=====

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Common Stock, \$.01 par value                      700,000 (3)                      \$29.475                      \$20,632,500  
=====

- (1) Pursuant to Rule 416(c) under the Securities Act of 1933, this Registration Statement also covers such additional shares as may hereinafter be offered or issued to prevent dilution resulting from stock splits, stock dividends, recapitalization or certain other capital adjustments.
- (2) Calculated pursuant to Rule 457(h) of the Securities Act of 1933.
- (3) Represents the additional shares of Common Stock subject to future grants under the Company's Amended and Restated 1995 Stock Option/Stock Issuance Plan.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information required by Part I of Form S-8 is included in documents to be given to the recipient of the securities registered hereby in accordance with Rule 428(b)(1) under the Securities Act of 1933, as amended.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

This registration statement on Form S-8 relates to the registration of an additional 700,000 shares of Common Stock, \$.01 par value, of the registrant. The shares are securities of the same class and relate to the same employee benefit plan, the Neose Technologies, Inc. Amended and Restated 1995 Stock Option/Stock Issuance Plan, as those shares registered in the registrant's registration statements on Form S-8, previously filed with the Securities and Exchange Commission on September 8, 1997, February 15, 1996, October 13, 1999 and October 11, 2000. The earlier registration statements on Forms S-8 (Registration Nos. 333-35283, 333-01410, 333-88913 and 333-47718) are hereby incorporated by reference.

ITEM 8. EXHIBITS.

- 5 Opinion of Pepper Hamilton LLP.
- 23.1 Consent of Arthur Andersen LLP.
- 23.2 Consent of Pepper Hamilton LLP (contained in Exhibit 5).
- 24 Power of Attorney (included on signature page of this Registration Statement).
- 99 Neose Technologies, Inc. Amended and Restated 1995 Stock Option/Stock Issuance Plan, amended as of June 20, 2001.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Horsham, Pennsylvania, on the 14th day of November, 2001.

Neose Technologies, Inc.

By: /s/ P. Sherrill Neff

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P. Sherrill Neff  
President and Chief Operating  
Officer

POWER OF ATTORNEY

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KNOW ALL MEN BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints Stephen A. Roth and P. Sherrill Neff his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and other registration statements and amendments thereto relating to the Offering contemplated by this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or his substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

Signature	Title
----- /s/ Stephen A. Roth ----- Stephen A. Roth	----- Chief Executive Officer and Chairman of the Board (Principal Executive Officer)
----- /s/ A. Brian Davis ----- A. Brian Davis	----- Principal Financial and Accounting Officer
----- /s/ William F. Hamilton ----- William F. Hamilton	----- Director
----- /s/ Douglas J. MacMaster	----- Director

