

CELL THERAPEUTICS INC  
Form S-8  
July 24, 2002

As filed with the Securities and Exchange Commission on July 24, 2002

Registration No. 333-

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

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**FORM S-8**  
**REGISTRATION STATEMENT**  
*Under*  
*The Securities Act of 1933*

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**CELL THERAPEUTICS, INC.**  
(Exact name of Registrant as specified in its charter)

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Washington  
(State of incorporation)

91-1533912  
(I.R.S. Employer Identification Number)

501 Elliott Avenue West, Suite 400  
Seattle, WA 98119  
(Address, including zip code, of Registrant's principal executive offices)

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Cell Therapeutics, Inc. 1994 Equity Incentive Plan, as amended  
and  
Cell Therapeutics, Inc. 1996 Employee Stock Purchase Plan, as amended  
(Full title of the plan)

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James A. Bianco  
President and Chief Executive Officer  
Cell Therapeutics, Inc.  
501 Elliott Avenue West, Suite 400  
Seattle, WA 98119  
(206) 282-7100  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

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*Copy to:*  
Michael J. Kennedy, Esq.  
Wilson Sonsini Goodrich & Rosati  
Professional Corporation  
One Market, Spear Tower, Suite 3300  
San Francisco, CA 94105  
(415) 947-2000

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered (1)</b>	<b>Proposed Maximum Offering Price Per Share (2)</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
1994 Equity Incentive Plan: Common Stock, no par value, including associated Preferred Stock Purchase Rights	1,800,000	\$3.84	\$6,912,000	\$635.90
1996 Employee Stock Purchase Plan: Common Stock, no par value, including associated Preferred Stock Purchase Rights	200,000	\$3.84	\$768,000	\$70.66

- (1) This Registration Statement shall also cover any additional shares of Common Stock which become issuable by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration which results in an increase in the number of the outstanding shares of Common Stock.
- (2) Estimated pursuant to Rule 457(h) under the Securities Act of 1933, as amended (the Securities Act ) solely for the purpose of calculating the registration fee, based upon the average of the high and low prices of the Company's Common Stock as reported on the Nasdaq National Market on July 22, 2002.

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**INFORMATION REQUIRED PURSUANT TO GENERAL INSTRUCTION E TO FORM S-8**

**General Instruction E Information**

This Registration Statement is being filed for the purpose of increasing the number of securities of the same class as other securities for which Registration Statements of the Registrant on Form S-8 relating to the same employee benefit plan are effective. Registrant's Form S-8 Registration Statements filed with the Securities and Exchange Commission on September 18, 1997 (No. 333-35919), July 13, 1998 (No. 333-58957), and July 16, 2001 (No. 333-65200) are hereby incorporated by reference.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. *Incorporation of Documents by Reference***

There are hereby incorporated by reference into this Registration Statement and into the Prospectuses relating to this Registration Statement pursuant to Rule 428 the following documents and information previously filed with the Securities and Exchange Commission:

1. The Registrant's Annual Report on Form 10-K/A for the year ended December 31, 2001, filed pursuant to Section 13(a) of the Securities Exchange Act of 1934, as amended (the Exchange Act) (File No. 001-12465), filed with the SEC on April 30, 2002;
2. The Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2002, filed with the SEC on May 15, 2002; and
3. The Registrant's Registration Statement on Form 10 filed with the SEC on April 29, 1996 (as amended on June 27, 1996 and June 28, 1996) and the Registrant's Registration Statement on Form 8-A filed with the SEC on November 15, 1996.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date hereof, and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be part hereof from the date of filing of such documents.

**Item 8. *Exhibits***

<b>Exhibit Number</b>	<b>Document</b>
5.1	Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation ( WSGR ).
23.1	Consent of Ernst & Young LLP, Independent Auditors
23.2	Consent of WSGR (contained in Exhibit 5.1)
24.1	Power of Attorney (see page 4)
99.1	Cell Therapeutics, Inc. 1994 Equity Incentive Plan, as amended.
99.2	Cell Therapeutics, Inc. 1996 Employee Stock Purchase Plan, as amended.

**Item 9. *Undertakings***

- (a) The undersigned Registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement to include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement.
- (2) That, for the purpose of determining any liability under the Securities Act of 1933, as amended (the Securities Act ), each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
  - (b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
  - (c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.



IN WITNESS WHEREOF, each of the undersigned has executed this Power of Attorney as of the date indicated.

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

<u>Signatures</u>	<u>Title</u>	<u>Date</u>
<u>/s/ MAX E. LINK</u> Max E. Link, Ph.D.	Chairman of the Board and Director	July 24, 2002
<u>/s/ JAMES A. BIANCO</u> James A. Bianco, M.D.	President, Chief Executive Officer and Director	July 24, 2002
<u>/s/ LOUIS A. BIANCO</u> Louis A. Bianco	Executive Vice President, Finance and Administration	July 24, 2002
<u>/s/ JACK W. SINGER</u> Jack W. Singer, M.D.	Director	July 24, 2002
<u>/s/ JACK L. BOWMAN</u> Jack L. Bowman	Director	July 24, 2002
<u>Wilfred E. Jaeger, M.D.</u>	Director	
<u>/s/ MARY O NEIL MUNDINGER</u> Mary O Neil Munding, DrPH.	Director	July 24, 2002
<u>/s/ PHILLIP M. NUDELMAN</u> Phillip M. Nudelman, Ph.D.	Director	July 24, 2002
<u>/s/ VARTAN GREGORIAN</u> Vartan Gregorian, Ph.D.	Director	July 24, 2002

**INDEX TO EXHIBITS**

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