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BION ENVIRONMENTAL TECHNOLOGIES INC

Form S-8

June 18, 2008

As Filed With the Securities and Exchange Commission on June 18, 2008
Registration Statement No. _____

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT of 1933

BION ENVIRONMENTAL TECHNOLOGIES, INC.

(Exact Name of Registrant in its Charter)

Colorado

84-1176672

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer Identification No.)

641 Lexington Ave., 17th Floor, New York, New York 10022
(212) 758-6622

(Address and telephone number of principal executive
offices and principal place of business)

BION ENVIRONMENTAL TECHNOLOGIES, INC.
2006 CONSOLIDATED INCENTIVE PLAN

(Full title of plan)

Mark A. Smith, President
Bion Environmental Technologies, Inc.
641 Lexington Ave., 17th Floor, New York, NY 10022
(212) 758-6622

(Name, address and telephone number of agent for service)

Copy to:

Russell K Bean, Esq.
Krys Boyle, P.C.
600 Seventeenth Street, Suite 2700 South
Denver, Colorado 80202
(303) 893-2300

CALCULATION OF REGISTRATION FEE

Table with 5 columns: Title of Class of Securities to be Registered, Amount to be Registered(1), Proposed Maximum Offering Price Per Share, Proposed Maximum Aggregate Offering Price, Amount of Registration Fee.

Common Stock, No Par Value | 1,000,000 | \$ 2.06(2) | \$2,060,000(2) | \$ 80.96

Total | | | | \$ 80.96

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(1) Represents increase in the total number of shares reserved for issuance under the 2006 Consolidated Incentive Plan. A total of 3,200,000 shares has been registered under a registration statement on Form S-8 (File No. 333-145153) with respect to the 2006 Consolidated Incentive Plan.

(2) Based on the closing price of Registrant's Common Stock on the OTC Bulletin Board on June 16, 2008, of \$2.06.

STATEMENT UNDER GENERAL INSTRUCTION E REGISTRATION OF ADDITIONAL SECURITIES

The registrant, Bion Environmental Technologies, Inc., previously filed a registration statement on Form S-8 with the Securities and Exchange Commission (Sec File No. 333-145153) in connection with the registration of an aggregate of 3,200,000 shares of common stock to be issued under the 2006 Consolidated Incentive Plan.

Pursuant to General Instruction E of Form S-8, this registration statement is filed solely to register an additional 1,000,000 shares of the Company's common stock for issuance under the 2006 Consolidated Incentive Plan. This increase was approved by the registrant's Board of Directors on May 31, 2008. Pursuant to Instruction E, the contents of the previously filed registration statement on form S-8 (File No. 333-145153) are hereby incorporated by reference into this registration statement.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Exhibit Number -----	Description -----	Location -----
5.1	Opinion of Krys Boyle, P.C. regarding legality	Filed herewith electronically.
23.1	Consent of GHP Horwath, P.C.	Filed herewith electronically.
23.2	Consent of Krys Boyle, P.C.	(Contained in Exhibit 5.1)

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Small Business Issuer 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 the City of New York and State of New York on

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the 17th day of June, 2008.

BION ENVIRONMENTAL TECHNOLOGIES, INC.

By: /s/ Mark A. Smith
Mark A. Smith, President (Chief
Executive Officer) and Interim Chief
Financial Officer (Principal
Financial and Accounting Officer)

Pursuant to the requirements of the Securities Act of 1933, this Form S-8 Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
/s/ Mark A. Smith Mark A. Smith	Director	June 17, 2008
/s/ Jere Northrop Jere Northrop	Director	June 17, 2008
/s/ Jon Northrop Jon Northrop	Director	June 17, 2008