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BIOTRANSPLANT INC
 Form S-8
 September 26, 2001

As filed with the Securities and Exchange Commission on September 26, 2001
 Registration No. 333-_____

SECURITIES AND EXCHANGE COMMISSION
 Washington, D. C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER
 THE SECURITIES ACT OF 1933

BIOTRANSPLANT INCORPORATED
 (Exact Name of Registrant as Specified in Its Charter)

DELAWARE
 (State or Other Jurisdiction of
 Incorporation or Organization)

04-3119555
 (I.R.S. Employer
 Identification Number)

CHARLESTOWN NAVY YARD
 BUILDING 75, THIRD AVENUE
 CHARLESTOWN, MASSACHUSETTS
 (Address of Principal Executive Offices)

02129
 (Zip Code)

1997 STOCK INCENTIVE PLAN
 (Full Title of the Plan)

ELLIOT LEBOWITZ, PH.D.
 CHIEF EXECUTIVE OFFICER
 BIOTRANSPLANT INCORPORATED
 CHARLESTOWN NAVY YARD
 BUILDING 75, THIRD AVENUE
 CHARLESTOWN, MASSACHUSETTS 02129
 (Name and Address of Agent for Service)

(617) 241-5200
 (Telephone Number, Including Area Code, of Agent for Service)

CALCULATION OF REGISTRATION FEE

TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE
Common Stock, \$.01 par value	2,000,000 shares	\$4.34 (1)	\$8,680,000 (1)

(1) Estimated solely for the purpose of calculating the registration fee,

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and based on the average of the high and low prices of the Common Stock on the Nasdaq National Market on September 21, 2001 in accordance with Rules 457(c) and 457(h) under the Securities Act of 1933.

Statement of Incorporation by Reference

Except as otherwise set forth below, this Registration Statement on Form S-8 incorporates by reference the contents of the Registration Statements on Form S-8, File Nos. 333-29055 and 333-83793, relating to the Registrant's 1997 Stock Incentive Plan.

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 the City of Charlestown, Commonwealth of Massachusetts, on this 26th day of September 2001.

BIOTRANSPLANT INCORPORATED

By:/s/ Elliot Lebowitz

Elliot Lebowitz
Chief Executive Officer

POWER OF ATTORNEY

We, the undersigned officers and directors of BioTransplant Incorporated hereby severally constitute and appoint Elliot Lebowitz and Richard V. Capasso, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the Registration Statement on Form S-8 filed herewith and any and all subsequent amendments to said Registration Statement, and generally to do all such things in our names and on our behalf and in our capacities as officers and directors to enable BioTransplant Incorporated to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by said attorneys, or any of them, to said Registration Statement and any and all amendments thereto.

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

SIGNATURE

TITLE

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/s/ Elliot Lebowitz ----- Elliot Lebowitz	Chief Executive Officer and Director (Principal Executive Officer)	Septem
/s/ Walter C. Ogier ----- Walter C. Ogier	President, Chief Operating Officer and Director	Septem
/s/ Richard V. Capasso ----- Richard V. Capasso	Vice President, Finance and Treasurer (Principal Financial and Accounting Officer)	Septem
/s/ James C. Foster ----- James C. Foster	Director	Septem
/s/ Daniel O. Hauser ----- Daniel O. Hauser	Director	Septem
----- Arnold L. Oronsky	Director	
----- Michael S. Perry	Director	
/s/ Susan Racher ----- Susan Racher	Director	Septem

EXHIBIT INDEX

Exhibit NUMBER	DESCRIPTION
4.1(1)	Restated Certificate of Incorporation, as amended to date
4.2(2)	By-laws, as amended to date

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- 4.3(3) Specimen Certificate of Common Stock, \$.01 par value per share, of the Registrant
- 5 Opinion of Hale and Dorr LLP
- 23.1 Consent of Hale and Dorr LLP (included in Exhibit 5)
- 23.2 Consent of Arthur Andersen LLP
- 23.3 Consent of PricewaterhouseCoopers LLP
- 24 Power of Attorney (included in the signature pages of this Registration Statement)

- (1) Incorporated herein by reference to the Registrant's Current Report on Form 8-K dated July 18, 2000 (File No. 000-28324).
- (2) Incorporated herein by reference to the Registrant's Quarterly Report on Form 10-Q for the quarterly period ending March 31, 1996.
- (3) Incorporated herein by reference to the Registrant's Registration Statement on Form S-1 (File No. 333-2144).