

BRUKER BIOSCIENCES CORP
Form S-8
July 24, 2003

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As filed with the Securities and Exchange Commission on July 24, 2003.

Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
under
THE SECURITIES ACT OF 1933

BRUKER BIOSCIENCES CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State of Incorporation)

04-3110160
(IRS Employer Identification Number)

40 Manning Road
Billerica, Massachusetts 01821
(Address of Principal Executive Offices)

**BRUKER BIOSCIENCES CORPORATION
AMENDED AND RESTATED 2000 STOCK OPTION PLAN**

(Full title of the Plan)

Frank H. Laukien, Ph.D.
Chairman, President and Chief Executive Officer
Bruker BioSciences Corporation
40 Manning Road
Billerica, MA 01821
(Name and address of agent for service)

(978) 663-3660
(Telephone number, including area code, of agent for service)

copy to:
Richard M. Stein
Nixon Peabody LLP
101 Federal Street
Boston, Massachusetts 02110
(617) 345-1000

CALCULATION OF REGISTRATION FEE

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| Title of each 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 |
|--|----------------------------|---|---|----------------------------|
| Amended and Restated 2000 Stock Option Plan | 1,346,282 | \$5.00(2) | \$6,731,410(2) | \$545 |
| Common Stock, par value \$.01 per share | 2,785,718 | \$5.505(3) | \$15,335,377(3) | \$1,241 |

- (1) Also registered hereunder are such additional number of shares of common stock, presently indeterminable, as may be necessary to satisfy the antidilution provisions of the Plan to which this Registration Statement relates.
- (2) Computed solely for the purpose of calculating the registration fee under Rule 457(h) under the Securities Act on the basis of the weighted average exercise price of the outstanding options.
- (3) Computed solely for the purpose of calculating the registration fee under Rule 457(h) under the Securities Act on the basis of the average of the high and low selling price per share of the Registrant's common stock on the Nasdaq National Market on July 18, 2003.

NOTE

This Registration Statement is being filed solely for the purpose of registering 4,132,000 additional shares of common stock of Bruker BioSciences Corporation (the "Company") issuable pursuant to the Company's Amended and Restated 2000 Stock Option Plan (the "Plan") originally adopted in 2000. The total number of shares issuable under the Plan is 6,320,000 as of July 1, 2003, of which 2,188,000 shares were previously registered on Form S-8 (Reg. No. 333-47836). Pursuant to Instruction E to Form S-8, the contents of the Bruker Daltonics Inc. Registration Statement on Form S-8 (Registration No. 333-47836) are incorporated herein by reference.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

The validity of the authorization and issuance of the shares of common stock offered hereby will be passed upon by Nixon Peabody LLP, Boston, Massachusetts, counsel to the Company. Richard M. Stein, a partner in the law firm of Nixon Peabody LLP, beneficially owns shares of the Company's common stock and options to purchase shares of the Company's common stock and also serves as Secretary and a Director of the Company.

ITEM 8. EXHIBITS

| Number | Description |
|--------|--|
| 5.1 | Opinion of Nixon Peabody LLP |
| 23.1 | Consent of Ernst & Young LLP |
| 23.2 | Consent of Nixon Peabody LLP (included as part of its opinion filed as Exhibit 5.1 and incorporated herein by reference) |
| 24.1 | Powers of Attorney (included on the signature page of this Form S-8 and incorporated by reference) |

SIGNATURES

Bernhard Wangler

Richard D. Kniss

Director

/s/ WILLIAM A. LINTON

William A. Linton

Director

July 24, 2003

/s/ DANIEL S. DROSS

Daniel S. Dross

Director

July 24, 2003

INDEX TO EXHIBITS

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[BRUKER BIOSCIENCES CORPORATION AMENDED AND RESTATED 2000 STOCK OPTION PLAN \(Full title of the Plan\)](#)

[NOTE](#)

[SIGNATURES](#)

[INDEX TO EXHIBITS](#)