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DUSA PHARMACEUTICALS INC

Form S-8

March 29, 2001

1

As filed with the Securities and Exchange Commission on March 29, 2001

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION  
FORM S-8  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

DUSA PHARMACEUTICALS, INC.  
(Exact name of registrant as specified in its charter)

NEW JERSEY  
(State or other jurisdiction  
of incorporation or organization)

22-3103129  
(I.R.S. Employer  
Identification No.)

25 UPTON DRIVE  
WILMINGTON, MASSACHUSETTS 01887  
(978) 657-7500  
(Address, including ZIP code, and telephone number,  
including area code, of registrant's principal executive offices)

DUSA PHARMACEUTICALS, INC. 1996 OMNIBUS PLAN, AS AMENDED  
(Full title of the plans)

NANETTE W. MANTELL, ESQ.  
REED SMITH LLP  
PRINCETON FORRESTAL VILLAGE  
136 MAIN STREET - SUITE 250  
PRINCETON, NEW JERSEY 08543  
(609) 514-8541  
(Name, address, including ZIP code, and telephone number,  
including area code, of agent for service)

COPIES TO:  
DR. D. GEOFFREY SHULMAN, PRESIDENT  
DUSA PHARMACEUTICALS, INC.  
25 UPTON DRIVE  
WILMINGTON, MASSACHUSETTS 01887  
(978) 657-7500

2

CALCULATION OF REGISTRATION FEE

Amount Proposed Maximum

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Title of Each Class of Securities to be Registered	to be Registered(1)	Offering Price Per Share
1996 Omnibus Plan, as Amended - Shares of common stock no par value (options issued and outstanding)	233,622	\$17.23(2)
1996 Omnibus Plan, as Amended - Shares of common stock no par value (options reserved for future grants)	151,608	\$11.56(3)
TOTAL REGISTRATION FEE .....		

(1) Together with an indeterminate number of additional shares which may be issued pursuant to the 1996 Omnibus Plan, as amended, as a result of stock splits, stock dividends or similar transactions in accordance with Rule 416.

(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h)(1) of the Securities Act of 1933, as amended, based upon the average exercise price of the outstanding options rounded to the nearest cent.

(3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h)(1) of the Securities Act of 1933, as amended, based upon the average of the high and low price as reported on The NASDAQ National Market on March 22, 2001.

3

INCORPORATION OF CERTAIN INFORMATION BY REFERENCE  
PURSUANT TO GENERAL INSTRUCTION E OF FORM S-8

This registration statement is being filed in order to register an additional 385,230 shares of DUSA common stock, no par value, eligible for issuance under the DUSA Pharmaceuticals, Inc. 1996 Omnibus Plan, as amended, that have become available for issuance as a result of the increase in the number of shares of DUSA common stock outstanding and the renewed availability of shares of DUSA common stock for grants as a result of the exercise of previously granted options.

In accordance with the provisions of General Instruction E of Form S-8, DUSA hereby incorporates by reference the contents of DUSA's currently effective registration statement on Form S-8 (Registration No. 333-92259) filed with the Securities and Exchange Commission on December 7, 1999.

PART II  
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. EXHIBITS

(a) All exhibits filed with or incorporated by reference in DUSA's Registration Statement on Form S-8 (Registration Statement No: 333-92259) are incorporated by reference into and shall be deemed a part of, this registration statement, except the following, which are filed herewith:

- (5) Opinion re: legality
  - (5.1) Opinion of Reed Smith LLP.
- (23) Consents of experts and counsel

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- (23.1) Consent of Deloitte & Touche LLP
- (23.2) Consent of Reed Smith LLP, included in Exhibit 5.1.
- (24) Power of Attorney
  - (24.1) Power of Attorney (See Page i)
- (99) Additional Exhibits
  - (99.5) Form of Omnibus Nonqualified Stock Option Agreement with Increasing Exercise Price.
  - (99.6) Form of Omnibus Incentive Stock Option Agreement with Increasing Exercise Price.

4

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 Wilmington, State of Massachusetts, on March 29, 2001.

DUSA Pharmaceuticals, Inc.  
Registrant

By: s/ D. Geoffrey Shulman  
Dr. D. Geoffrey Shulman,  
President

POWER OF ATTORNEY

Know All Men By These Presents, that each person whose signature appears below constitutes and appoints D. Geoffrey Shulman as his/her true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for him/her and in his/her name, place and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments) to this registration statement or any related registration statement that is to be effective upon filing pursuant to Rule 462(b), 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 connection with the above premises, as fully to all intents and purposes as he/she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or his/her substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

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:

/s/ D. Geoffrey Shulman D. Geoffrey Shulman, MD, FRCPC	Director, Chairman of the Board, President, Chief Executive Officer, (Principal Executive Officer)	March 29, 20 Date
/s/John H. Abeles John H. Abeles	Director	March 29, 20 Date
/s/Mark C. Carota Mark C. Carota	Vice President, Operations	March 29, 20 Date

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/s/Ronald L. Carroll Ronald L. Carroll	Vice President, Business Development	March 29, 20 Date
/s/James P. Doherty James P. Doherty, BSc	Director	March 29, 20 Date
/s/Jay M. Haft Jay M. Haft, Esq.	Director	March 29, 20 Date
/s/Richard C. Lufkin Richard C. Lufkin	Director	March 29, 20 Date
/s/Scott L. Lundahl Scott L. Lundahl	Vice President, Technology	March 29, 20 Date
/s/Stuart L. Marcus Stuart L. Marcus, MD, PhD	Vice President, Scientific Affairs	March 29, 20 Date

5 i

/s/John E. Mattern John E. Mattern	Vice President of Finance and Chief Financial Officer (Principal Financial and Accounting Officer)	March 29, 20 Date
/s/Paul A. Sowyrda Paul A. Sowyrda	Vice President, Product Development and Marketing	March 29, 20 Date
/s/Nanette W. Mantell Nanette W. Mantell	Secretary	March 29, 20 Date
/s/William R. McIntyre William R. McIntyre	Vice President, Regulatory Affairs	March 29, 20 Date

6 ii

EXHIBIT INDEX

(5.1) Opinion of Reed Smith LLP.....

(23.1) Consent of Deloitte & Touche LLP.....

(23.2) Consent of Reed Smith LLP (contained in Exhibit 5.1).....

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(99.5) Form of Omnibus Nonqualified Stock Option Agreement  
with increasing Exercise Price.....

(99.6) Form of Omnibus Incentive Stock Option Agreement  
with increasing Exercise Price.....

iii