

SECURITIES AND EXCHANGE COMMISSION

FORM S-8

Initial registration statement for securities to be offered to employees pursuant to employee benefit plans

Filing Date: **2001-08-03**
SEC Accession No. **0000950133-01-502077**

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FILER

HUMAN GENOME SCIENCES INC

CIK: **901219** | IRS No.: **223178468** | State of Incorpor.: **DE** | Fiscal Year End: **1231**
Type: **S-8** | Act: **33** | File No.: **333-66670** | Film No.: **1697145**
SIC: **2835** In vitro & in vivo diagnostic substances

Mailing Address
9410 KEY WEST AVE
ROCKVILLE MD 20850

Business Address
9410 KEY W AVE
ROCKVILLE MD 20850-3338
3013098504

As filed with the Securities and Exchange Commission on August 3, 2001
 Registration No. 333-_____

SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
 UNDER
 THE SECURITIES ACT OF 1933

HUMAN GENOME SCIENCES, INC.
 (Exact name of registrant as specified in its charter)

<TABLE>		
<S>	DELAWARE	22-3178468
	(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
	9410 KEY WEST AVENUE	
	ROCKVILLE, MARYLAND	20850-3338
	(Address of principal executive offices)	(Zip Code)
</TABLE>		

HUMAN GENOME SCIENCES, INC. AMENDED AND RESTATED 2000 STOCK INCENTIVE PLAN
 (Full title of plan)

<TABLE>		
<S>	<C>	
(Name, address and telephone number of agent for service)		(Copy to:)
WILLIAM A. HASELTINE, Ph.D.		R.W. SMITH, JR., ESQUIRE
HUMAN GENOME SCIENCES, INC.		PIPER MARBURY RUDNICK & WOLFE LLP
9410 KEY WEST AVENUE		6225 SMITH AVENUE
ROCKVILLE, MARYLAND 20850-3338		BALTIMORE, MARYLAND 21209-3600
(301) 309-8504		(410) 580-3000
</TABLE>		

<TABLE>
 <CAPTION>

CALCULATION OF REGISTRATION FEE

TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER UNIT	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE	AMOUNT OF REGISTRATION FEE
<S>	<C>	<C>	<C>	<C>
Common Stock, par value \$0.01 per share (1)	6,259,627 (2) (3)	\$50.815 (4)	\$318,082,946 (4)	\$79,521 (4)

(1) Includes rights ("Rights") to purchase shares of the Registrant's junior participating preferred stock, issuable pursuant to that certain Rights Agreement between the Registrant and American Stock Transfer & Trust Company, as Rights Agent, dated as of May 20, 1998. The value attributable to the Rights, if any, is reflected in the market price of the Common Stock.

(2) The shares of Common Stock of the Registrant (the "Common Stock") registered on this Registration Statement are in addition to shares of Common Stock registered on Form S-8 filed on August 30, 2000 (file number

- (3) Pursuant to Rule 416(c) under the Securities Act of 1933, as amended, this Registration Statement also covers an indeterminate number of shares of Common Stock that may be offered or issued pursuant to the Amended and Restated 2000 Stock Incentive Plan by reason of stock splits, stock dividends or similar transactions.
- (4) Estimated solely for the purposes of calculating the registration fee under Rule 457(c) and (h). The proposed maximum offering price per share, proposed maximum aggregate offering price and the amount of the registration fee are based on the average of the daily high and low sale prices of the Common Stock on the NASDAQ National Market system on August 2, 2001.

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INCORPORATION BY REFERENCE

Pursuant to General Instruction E to Form S-8, the contents of the Registration Statement filed on Form S-8 by Human Genome Sciences, Inc. (the "Registrant") on August 30, 2000 (file number 333-44798) with respect to securities offered pursuant to the Human Genome Sciences, Inc. Amended and Restated 2000 Stock Incentive Plan are incorporated by reference herein.

In addition, the following documents filed by the Registrant with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are incorporated herein by reference:

- (a) The Registrant's Annual Report on Form 10-K for the year ended December 31, 2000, and Quarterly Reports on Forms 10-Q for the quarters ended March 31, 2001 and June 30, 2001;
- (b) All other reports filed pursuant to Sections 13(a) or 15(d) of the Exchange Act since December 31, 2000; and
- (c) The description of Common Stock of the Registrant contained or incorporated in the registration statements filed by the Registrant under the Exchange Act, including any amendments or reports filed for the purpose of updating such description.

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

ITEM 8. EXHIBITS.

EXHIBIT NUMBER -----	DESCRIPTION -----
4.1	Restated Certificate of Incorporation (Fifth) of the Registrant (filed as Exhibit 3.1 of the Registrant's Annual Report on Form 10-K for the year ended December 31, 1993, and incorporated herein by reference)
4.2	Certificate of Amendment to the Certificate of Incorporation (filed as Exhibit 3.3 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 1997, and incorporated herein by reference)

- 4.3 Amendment to Certificate of Incorporation (filed on December 16, 1999 as Exhibit 3.1 to the Registrant's Current Report on Form 8-K, and incorporated herein by reference)
- 4.4 Certificate of Amendment to Restated Certificate of Incorporation (Fifth) (filed as Exhibit 4.1 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2001, and incorporated herein by reference)
- 4.5 By-Laws of the Registrant (filed as Exhibit 3.2 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2000, and incorporated herein by reference)

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- 4.6 Rights Agreement between the Registrant and American Stock Transfer & Trust Company, as Rights Agent, dated as of May 20, 1998 (filed as Exhibit 4 of the Registrant's Current Report on Form 8-K filed on May 28, 1998, and incorporated herein by reference).
- 4.7 Indenture dated as of June 25, 1999 between the Registrant and The Bank of New York, as trustee, including the form of 5-1/2% Convertible Subordinated Notes due 2006 (filed as Exhibit 4.1 to the Registrant's Form 8-K filed June 28, 1999)
- 4.8 Indenture dated as of February 1, 2000 between the Registrant and The Bank of New York, as trustee, including the form of 5% Convertible Subordinated Notes due 2007 (filed as Exhibit 4.1 to the Registrant's Form 8-K filed February 2, 2000)
- 4.9 Indenture dated as of March 10, 2000 between the Registrant and The Bank of New York, as trustee, including the form of 3-3/4% Convertible Subordinated Notes due 2007 (filed as Exhibit 4.1 to the Registrant's Form 8-K filed March 13, 2000)
- 4.10 Human Genome Sciences, Inc. Amended and Restated 2000 Stock Incentive Plan (filed as Exhibit A of the Registrant's Definitive Proxy Statement on Schedule 14A, filed April 18, 2001, and incorporated herein by reference).
- 5.1* Opinion of Piper Marbury Rudnick & Wolfe LLP, counsel for the Registrant, regarding the legal validity of the shares of Common Stock being registered under this Registration Statement
- 23.1* Consent of Piper Marbury Rudnick & Wolfe LLP, counsel for the Registrant (contained in Exhibit 5.1)
- 23.2* Consent of Ernst & Young LLP, Independent Auditors
- 24.1* Power of Attorney (included on Signature Page)

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Rockville, State of Maryland, on the 3rd day of August, 2001.

HUMAN GENOME SCIENCES, INC.

By: /s/ William A. Haseltine

William A. Haseltine, Ph.D.
Chairman of the Board and
Chief Executive Officer

POWERS OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned Officers and Directors of Human Genome Sciences, Inc., a Delaware corporation (the "Corporation"), hereby constitute and appoint William A. Haseltine, Ph.D., and Craig A. Rosen, Ph.D., and each of them, the true and lawful agents and attorneys-in-fact of the undersigned with full power and authority in said agents and attorneys-in-fact, and in either or both of them, to sign for the undersigned and in their respective names as Officers and as Directors of the Corporation, a Registration Statement on Form S-8 (or other appropriate form) (the "Registration Statement") relating to the proposed issuance of Common Stock, par value \$0.01 per share, of the Corporation pursuant to the exercise of stock options and other awards granted under the Human Genome Sciences, Inc. Amended and Restated 2000 Stock Incentive Plan (or any and all amendments, including post-effective amendments, to such Registration Statement) and file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, and with full power of substitution, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof.

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 date indicated.

<TABLE>		
<CAPTION>		
Signature	Title	Date
-----	-----	----
<S> /s/ William A. Haseltine ----- William A. Haseltine, Ph.D.	<C> Chairman of the Board of Directors and Chief Executive Officer (principal executive officer)	<C> August 3, 2001
 /s/ Steven C. Mayer ----- Steven C. Mayer	 Senior Vice President and Chief Financial Officer (principal financial and accounting officer)	 August 3, 2001
/s/ Craig A. Rosen	Executive Vice President - Research and	August 3, 2001

Craig A. Rosen, Ph.D.

Development and Director

/s/ Laura D'Andrea Tyson

Laura D'Andrea Tyson, Ph.D.

Director

August 3, 2001

/s/ Max Link

Max Link, Ph.D.

Director

August 3, 2001

/s/ Robert D. Hormats

Robert D. Hormats

Director

August 3, 2001

/s/ James B. Wyngaarden

James B. Wyngaarden, M.D.

Director

August 3, 2001

</TABLE>

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- 23.1* Consent of Piper Marbury Rudnick & Wolfe LLP, counsel for the Registrant (contained in Exhibit 5.1)

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- 23.2* Consent of Ernst & Young LLP, Independent Auditors
- 24.1* Power of Attorney (included on Signature Page)

* Filed herewith.

EXHIBIT 5.1

[PIPER MARBURY RUDNICK & WOLFE LLP LOGO]

6225 Smith Avenue
Baltimore, Maryland 21209-3600
www.piperrudnick.com

PHONE (410) 580-3000
FAX (410) 580-3001

August 3, 2001

Human Genome Sciences, Inc.
9410 Key West Avenue
Rockville, Maryland 218050-3338

Ladies and Gentlemen:

We have acted as counsel to Human Genome Sciences, Inc., a Delaware Corporation (the "Company"), in connection with the preparation and filing with the Securities and Exchange Commission of a registration statement on Form S-8 (the "Registration Statement") registering 6,259,627 shares of Common Stock, par value \$.01 per share (the "Plan Shares"), issuable pursuant to the exercise of stock options and other awards granted or to be granted under the Company's Amended and Restated 2000 Stock Incentive Plan (the "Plan").

We have examined copies of the Company's Restated Certificate of Incorporation (as amended), By-Laws (as amended and restated), the Plan, all resolutions adopted by the Company's Board of Directors relating to the above and other records and documents that we have deemed necessary for the purpose of this opinion. We have also examined such other documents, papers, statutes and authorities as we have deemed necessary to form a basis for this opinion. In our examination, we have assumed the genuineness of all signatures and the conformity to original documents of all copies submitted to us. As to various questions of fact material to this opinion, we have relied on statements and

certificates of officers and representatives of the Company and others.

Based upon the foregoing, we are of the opinion that Plan Shares issuable under the Plan have been duly authorized and will be (when issued, sold and delivered as authorized) validly issued, fully paid and non-assessable.

The opinion set forth herein is limited to matters governed by the laws of the State of Delaware and the Federal laws of the United States of America, and we express no opinion as to any other laws.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement.

Very truly yours,

/s/ PIPER MARBURY RUDNICK & WOLFE LLP

EXHIBIT 23.2

CONSENT OF ERNST & YOUNG LLP, INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement on Form S-8, pertaining to the Human Genome Sciences, Inc. Amended and Restated 2000 Stock Incentive Plan, of our report dated February 9, 2001, with respect to the financial statements of Human Genome Sciences, Inc., included in the Annual Report on Form 10-K for the year ended December 31, 2000, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

McLean, Virginia
August 2, 2001