

SECURITIES AND EXCHANGE COMMISSION

FORM S-8

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

Filing Date: **1999-03-26**
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FILER

COR THERAPEUTICS INC / DE

CIK: **874865** | IRS No.: **943060271** | State of Incorpor.: **DE** | Fiscal Year End: **1231**
Type: **S-8** | Act: **33** | File No.: **333-75101** | Film No.: **99574106**
SIC: **2834** Pharmaceutical preparations

Business Address
256 E GRAND AVE STE 80
SOUTH SAN FRANCISCO CA
94080
4152446800

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

COR THERAPEUTICS, INC.
(Exact name of registrant as specified in its charter)

<TABLE>
<S> DELAWARE 94-3060271
(State of Incorporation) (I.R.S. Employer Identification No.)
</TABLE>

256 EAST GRAND AVENUE
SOUTH SAN FRANCISCO, CALIFORNIA 94080
(650) 244-6800
(Address of principal executive offices)

1998 NON-OFFICER EQUITY INCENTIVE PLAN
(Full title of the plans)

VAUGHN M. KAILIAN
PRESIDENT
COR THERAPEUTICS, INC.
256 EAST GRAND AVENUE
SOUTH SAN FRANCISCO, CALIFORNIA 94080
(650) 244-6800
(Name, address, including zip code, and telephone number,
including area code, of agent for service)

Copies to:

ROBERT L. JONES, ESQ.
JULIE M. ROBINSON, ESQ.
COOLEY GODWARD LLP
FIVE PALO ALTO SQUARE
3000 EL CAMINO REAL
PALO ALTO, CA 94306-2155
(650) 843-5000

<TABLE>
<CAPTION>

CALCULATION OF REGISTRATION FEE

TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE (1)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (1)	AMOUNT OF REGISTRATION FEE
<S> Stock Options and Common Stock (par value \$.0001)	<C> 550,000 shares	<C> \$8.6563-\$8.6919	<C> \$4,764,653	<C> \$1,406.00

(1) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h). The price per share and aggregate offering price are based upon (a) the weighted average exercise price for options granted pursuant to the Registrant's 1998 Non-Officer Equity Incentive Plan and (b) the average of the high and low prices of Registrant's Common Stock on March 22, 1999 as reported on the Nasdaq National Market.

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The chart below details the calculations of the registration fee:

SECURITIES	NUMBER OF SHARES	OFFERING PRICE PER SHARE	AGGREGATE OFFERING PRICE
<S> Shares issuable pursuant to outstanding options under the 1998 Non-Officer Equity Incentive Plan	<C> 103,593	<C> \$8.6919 (1) (a)	<C> \$900,420
Shares issuable pursuant to the 1998 Non-Officer Equity Incentive Plan	446,407	\$8.6563 (1) (b)	\$3,864,233
Proposed Maximum Offering Price			\$4,764,653
Registration Fee			\$1,406

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INCORPORATION BY REFERENCE OF CONTENTS OF REGISTRATION STATEMENT ON FORM S-8 NO. 333-49567 AND ANNUAL REPORT ON FORM 10-K FOR FISCAL YEAR ENDED DECEMBER 31, 1998 NO. 000-19290

The contents of Registration Statement on Form S-8 No. 333-49567 filed with the Securities and Exchange Commission on April 7, 1998 and the Registrant's Annual Report for fiscal year ended December 31, 1998, filed with the Securities and Exchange Commission on March 25, 1999, No. 000-19290, are incorporated by reference herein, with those changes set forth below.

EXHIBITS

<TABLE>
<CAPTION>
EXHIBIT

NUMBER

<S>	<C>
5.1	Opinion of Cooley Godward LLP.
23.1	Consent of Ernst & Young LLP, Independent Auditors.
23.2	Consent of Cooley Godward LLP. Reference is made to Exhibit 5.1.
24.1	Power of Attorney is contained on the signature pages.
99.1*	1998 Non-Officer Equity Incentive Plan.
99.2*	Form of Nonstatutory Stock Option under the 1998 Non-Officer Equity Incentive Plan.

</TABLE>

* Incorporated by reference from Registrant's Form S-8 No. 333-49567 filed with the Securities and Exchange Commission on April 7, 1998.

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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 South San Francisco, County of San Mateo, State of California, on the 24th day of March, 1999.

COR THERAPEUTICS, INC.

By /s/ Peter S. Roddy

Peter S. Roddy
Title: Vice President, Finance
(Principal Accounting Officer)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Peter S. Roddy and Laura A. Brege, and each or any one of them, his true and lawful attorney-in-fact and agents, with full power of substitution, for him and in his name, as in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes or substitute, may lawfully 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 dates indicated.

<TABLE> <CAPTION> SIGNATURE -----	TITLE -----	DATE -----
<S> /s/ Vaughn M. Kailian ----- Vaughn M. Kailian	<C> President, Chief Executive Officer and Director (Principal Executive Officer)	<C> March 24, 1999
/s/ Laura A. Brege ----- Laura A. Brege	Senior Vice President, Finance and Chief Financial Officer (Principal Financial Officer)	March 24, 1999
/s/ Peter S. Roddy ----- Peter S. Roddy	Vice President, Finance (Principal Accounting Officer)	March 24, 1999

</TABLE>

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<TABLE> <CAPTION> SIGNATURE -----	TITLE -----	DATE -----
<S> /s/ Shaun R. Coughlin ----- Shaun R. Coughlin, M.D., Ph.D.	<C> Director	<C> March 10, 1999
/s/ James T. Doluisio ----- James. T. Doluisio, Ph.D.	Director	March 9, 1999
/s/ Charles J. Homcy ----- Charles J. Homcy	Director	March 24, 1999
/s/ Jerry T. Jackson ----- Jerry T. Jackson	Director	March 24, 1999
/s/ Ernest Mario ----- Ernest Mario, Ph.D.	Director	March 24, 1999
/s/ Robert R. Momsen ----- Robert R. Momsen	Director	March 24, 1999
/s/ Lloyd Hollingsworth Smith, Jr. ----- Lloyd Hollingsworth Smith, Jr., M.D.	Director	March 24, 1999

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* Incorporated by reference from Registrant's Form S-8 No. 333-49567 filed with the Securities and Exchange Commission on April 7, 1998.

March 24, 1999

Exhibit 5.1

COR Therapeutics, Inc.
256 East Grand Avenue
South San Francisco, CA 94080

Ladies and Gentlemen:

You have requested our opinion with respect to certain matters in connection with the filing by COR Therapeutics, Inc. (the "Company") of a Registration Statement on Form S-8 (the "Registration Statement") with the Securities and Exchange Commission covering the offering of up to 550,000 shares of the Company's Common Stock, \$.0001 par value (the "Shares"), pursuant to its 1998 Non-Officer Equity Incentive Plan (the "Plan").

In connection with this opinion, we have examined the Registration Statement and related Prospectus, the Company's Restated Certificate of Incorporation, as amended, and Restated By-laws, and such other documents, records, certificates, memoranda and other instruments as we deem necessary as a basis for this opinion. We have assumed the genuineness and authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies thereof, and the due execution and delivery of all documents, where due execution and delivery are a prerequisite to the effectiveness thereof.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the Plan, the Registration Statement and related Prospectus, will be validly issued, fully paid, and nonassessable (except as to shares issued pursuant to certain deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

We consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

COOLEY GODWARD LLP

By: /s/ Robert L. Jones

Robert L. Jones

CONSENT OF ERNST & YOUNG LLP, INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 1998 Non-Officer Equity Incentive Plan of COR Therapeutics, Inc. of our report dated January 19, 1999, with respect to the financial statements of COR Therapeutics, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 1998, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Palo Alto, California
March 23, 1999