

# SECURITIES AND EXCHANGE COMMISSION

## FORM 8-A12G

Form for registration of a class of securities pursuant to section 12(g)

Filing Date: **2005-05-02**  
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### FILER

#### EPICEPT CORP

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SIC: **2834** Pharmaceutical preparations

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR 12(g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

EPICEPT CORPORATION  
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

Delaware  
(State of Incorporation or Organization)

52-1841431  
(I.R.S. Employer  
Identification no.)

270 Sylvan Avenue  
Englewood Cliffs, NJ  
(Address of Principal Executive Offices)

07632  
(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective upon filing pursuant to General Instruction A.(c), please check the following box. [ ]

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective upon filing pursuant to General Instruction A.(d), please check the following box. [X]

Securities Act registration statement file number  
to which this form relates: 333-121938

Securities to be registered pursuant to Section 12(b) of the Act: None.

Title of Each Class  
to be so Registered

Name of Each Exchange on Which  
Each Class is to be Registered

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Securities to be registered pursuant to Section 12(g) of the Act:

Common Stock, par value \$0.0001

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Title of Class

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED

For a description of the securities to be registered hereunder, reference is made to the information set forth under the heading "Description of Capital Stock" in Registrant's prospectus, which constitutes a part of Registrant's Registration Statement on Form S-1 (File No. 333-121938), as may be amended from time to time, filed with the Securities and Exchange Commission, which information is incorporated by reference herein. Any form of prospectus subsequently filed by the Registrant pursuant to Rule 424(b) under the Securities Act which includes such description shall be deemed to be incorporated by reference into this Registration Statement.

ITEM 2. EXHIBITS

The following exhibits to this Registration Statement have been filed as exhibits to Registrant's Registration Statement on Form S-1 (File No. 333-121938), as amended ("Form S-1"), filed under the Securities Act of 1933, as amended, and are hereby incorporated herein by reference.

<TABLE>

<CAPTION>

EXHIBIT

NUMBER

DESCRIPTION

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<S>

<C>

1.1	Form of Underwriting Agreement
3.1	Amended and Restated Certificate of Incorporation of the Registrant.
3.2	Form of Certificate of Incorporation of the Registrant to be in effect after the closing of the offering made under this Registration Statement.
3.3	Second Amended and Restated Bylaws of the Registrant.
3.4	Form of Bylaws of the Registrant to be in effect after the closing of the offering made under this Registration Statement.
4.1	Specimen Common Stock Certificate.
4.2	First Amendment to the Amended and Restated Registration Rights Agreement, dated as of December 28, 2000, among the Series A Investors, the Series B Investors, the Series C Investors, the Founders and the Registrant.
4.3	Form of Third Amended and Restated Convertible Term Note.
4.4	Form of Third Amended and Restated Stock Purchase Warrant.
4.5	Warrant for the purchase of Series C Convertible Preferred Stock,

dated November 30, 2000, issued by EpiCept Corporation to Private Equity US Direct Finance.

- 4.6 Warrant for the purchase of Series B Convertible Preferred Stock, dated August 14, 2000, issued by EpiCept Corporation to Alpinvest International B.V.
- 4.7 Warrant for the purchase of Series B Convertible Preferred Stock, dated August 9, 2000, issued by EpiCept Corporation to TVM Techno Ventures Enterprises No. III Limited Partnership.
- 5.1 Opinion of Weil, Gotshal & Manges LLP.
- 10.1 Form of Indemnification Agreement between Registrant and each of its directors and executive officers.
- 10.2 1995 Stock Option Plan.
- 10.3 2004 Equity Incentive Plan.
- 10.4 2004 Employee Stock Purchase Plan.
- 10.5 Employment Agreement, dated as of October 28, 2004, between the Registrant and John V. Talley.
- 10.6 Employment Agreement, dated as of October 28, 2004, between the Registrant and Robert Cook.
- 10.7(1) License Agreement, dated as of July 23, 2003, between Adolor Corporation and the Registrant.

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<TABLE>  
<CAPTION>  
EXHIBIT  
NUMBER  
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DESCRIPTION  
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- <S>
- 10.8 <C>  
Amendment No. 1 to License Agreement, dated as of October 21, 2004, between Adolor Corporation and the Registrant.
- 10.9(1) License Agreement, dated as of December 18, 2003, between Endo Pharmaceuticals Inc. and the Registrant.
- 10.10(1) Royalty Agreement, dated as of July 16, 2003, between the Registrant and R. Douglas Cassel, M.D.

- 10.11(1) Sublicense Agreement, dated as of August 27, 1999, between Epitome Pharmaceuticals Limited and American Pharmed Labs, Inc.
- 10.12 Lease Agreement between Connecticut General Life Insurance Company, as Landlord, and American Pharmed Labs, Inc., as Tenant, dated July 31, 1997.
- 10.13 Cooperation Agreement between APL American Pharmed Labs, Inc. and Technologie-Beteiligungs-Gesellschaft mbH, dated August 1997.
- 10.14 Investment Agreement between Pharmed Labs GmbH and Technologie-Beteiligungs-Gesellschaft mbH, dated August 1997.
- 10.15 Investment Agreement among Pharmed Labs GmbH, American Pharmed Labs, Inc. and Technologie-Beteiligungs-Gesellschaft mbH, dated February 17, 1998.
- 10.16 Letter Agreement, dated March 31, 1998, between Pharmed Labs GmbH and IKB Nachrangkapital GmbH.
- 10.17 Limited Guaranty, dated April 27, 1998, by American Pharmed Labs, Inc. for the benefit of IKB Nachrangkapital GmbH.
- 10.18 Note Purchase Agreement (the "Note Purchase Agreement"), dated as of March 3, 2005, by and among EpiCept Corporation and the Purchasers named on the signature pages thereto.
- 10.19 Form of Note issued pursuant to the Note Purchase Agreement.
- 10.20 Form of Warrant issued pursuant to the Note Purchase Agreement.
- 10.21 Second Amended and Restated Registration Rights Agreement, dated as of March 4, 2005, among the Series A Investors, the Series B Investors, the Series C Investors, the Founders, the New Warrant Holders and the Registrant.
- 11.1 Statement Regarding Computation of Per Share Earnings (incorporated by reference to the Notes to Consolidated Financial Statements included in Part 1 of the Registrant's Registration Statement (File No. 333-121938)).
- 16.1 Letter Regarding Change in Certifying Accountant.
- 21.1 List of Subsidiaries.
- 23.1 Consent of Deloitte & Touche LLP.
- 23.2 Consent of Weil, Gotshal & Manges LLP (included in Exhibit 5.1).
- 24.1 Power of Attorney.

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(1) Pursuant to a request for confidential treatment, portions of the exhibit have been redacted from the publicly filed document and have been furnished separately to the SEC as required by Rule 406 under the Securities Act.

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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: May 2, 2005

EPICEPT CORPORATION

By: /s/ Robert W. Cook

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Name: Robert W. Cook  
Title: Chief Financial Officer

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