

SECURITIES AND EXCHANGE COMMISSION

FORM S-8

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

Filing Date: **1999-07-27**
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FILER

BIOTRANSPLANT INC

CIK: **880259** | IRS No.: **043119555** | State of Incorpor.: **DE** | Fiscal Year End: **1231**
Type: **S-8** | Act: **33** | File No.: **333-83791** | Film No.: **99670792**
SIC: **2834** Pharmaceutical preparations

Business Address
*BUILDING 75, 3RD AVENUE
BLDG 96 13TH ST
CHARLESTOWN MA 02129
6172415200*

SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933

BIOTRANSPLANT INCORPORATED
(Exact Name of Registrant as Specified in Its Charter)

DELAWARE
(State or Other Jurisdiction of
Incorporation or Organization)

04-3119555
(I.R.S. Employer
Identification Number)

CHARLESTOWN NAVY YARD
BUILDING 75, THIRD AVENUE
CHARLESTOWN, MASSACHUSETTS
(Address of Principal Executive Offices)

02129
(Zip Code)

1994 DIRECTORS' EQUITY PLAN
(Full Title of the Plan)

ELLIOT LEBOWITZ, PH.D.
PRESIDENT AND CHIEF EXECUTIVE OFFICER
BIOTRANSPLANT INCORPORATED
CHARLESTOWN NAVY YARD
BUILDING 75, THIRD AVENUE
CHARLESTOWN, MASSACHUSETTS 02129
(Name and Address of Agent for Service)

(617) 241-5200
(Telephone Number, Including Area Code, of Agent for Service)

CALCULATION OF REGISTRATION FEE

<TABLE>
<CAPTION>

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
<S> Common Stock, \$.01 par value	<C> 50,000 shares	<C> \$5.44 (1)	<C> \$272,000 (1)	<C> \$76.00

</TABLE>

(1) Estimated solely for the purpose of calculating the registration fee, and based on the average of the high and low prices of the Common Stock on the Nasdaq National Market on July 21, 1999 in accordance with Rules 457(c) and 457(h) under the Securities Act of 1933.

Statement of Incorporation by Reference

This Registration Statement on Form S-8 incorporates by reference the contents of the Registration Statements on Form S-8, File Nos. 333-15249 and 333-29057, relating to the Registrant's 1994 Directors' Equity Plan.

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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 Charlestown, Commonwealth of Massachusetts, on this 27th day of July, 1999.

BioTransplant Incorporated

By: /s/ Elliot Lebowitz

Elliot Lebowitz
President and Chief Executive Officer

POWER OF ATTORNEY

We, the undersigned officers and directors of BioTransplant Incorporated hereby severally constitute and appoint Elliot Lebowitz and Richard V. Capasso, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the Registration Statement on Form S-8 filed herewith and any and all subsequent amendments to said Registration Statement, and generally to do all such things in our names and on our behalf and in our capacities as officers and directors to enable BioTransplant Incorporated to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by said attorneys, or any of them, to said Registration Statement and any and all amendments thereto.

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Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date ----
/s/ Elliot Lebowitz ----- Elliot Lebowitz	President and Chief Executive Officer (Principal Executive Officer)	July 27, 1999
/s/ Richard V. Capasso ----- Richard V. Capasso	Vice President, Finance and Treasurer (Principal Financial and Accounting Officer)	July 27, 1999

/s/ Donald R. Conklin ----- Donald R. Conklin	Director	July 27, 1999
/s/ William W. Crouse ----- William W. Crouse	Director	July 27, 1999
/s/ James C. Foster ----- James C. Foster	Director	July 27, 1999
/s/ Daniel O. Hauser ----- Daniel O. Hauser	Director	July 27, 1999
----- Michael S. Perry	Director	
/s/ Robert A. Vukovich ----- Robert A. Vukovich	Director	July 27, 1999

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EXHIBIT INDEX

<TABLE>
<CAPTION>

Exhibit Number -----	Description -----
<S>	<C>
4.1(1)	Restated Certificate of Incorporation, as amended to date
4.2(1)	By-laws, as amended to date
4.3(2)	Specimen Certificate of Common Stock, \$.01 par value per share, of the Registrant
5	Opinion of Hale and Dorr LLP
23.1	Consent of Hale and Dorr LLP (included in Exhibit 5)
23.2	Consent of Arthur Andersen LLP, independent public accountants
24	Power of Attorney (included in the signature pages of this Registration Statement)

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- (1) Incorporated herein by reference to the Registrant's Quarterly Report on Form 10-Q for the quarterly period ending March 31, 1996.
 - (2) Incorporated herein by reference to the Registrant's Registration Statement on Form S-1 (File No. 333-2144).

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HALE AND DORR LLP
Counsellors At Law
60 State Street, Boston, Massachusetts 02109
617-526-6000 * FAX 617-526-5000

July 27, 1999

BioTransplant Incorporated
Building 75, Third Avenue
Charlestown Navy Yard
Charlestown, Massachusetts 02129

Re: 1994 Directors' Equity Plan
Registration Statement on Form S-8

Ladies and Gentlemen:

We have assisted in the preparation of a Registration Statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Securities Act"), relating to an aggregate of 50,000 shares of Common Stock, \$.01 par value per share (the "Shares"), of BioTransplant Incorporated, a Delaware corporation (the "Company"), issuable under the Company's 1994 Directors' Equity Plan (the "Plan").

We have examined the Restated Certificate of Incorporation and By-laws of the Company, each as amended to date, the Registration Statement, and originals, or copies certified to our satisfaction, of all pertinent records of the meetings of the directors and stockholders of the Company, and such other documents relating to the Company as we have deemed material for the purposes of this opinion.

In our examination of the foregoing documents, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as copies, the authenticity of the originals of such latter documents and the legal competence of all signatories to such documents.

We assume that the appropriate action will be taken, prior to the offer and sale of the Shares in accordance with the Plan, to register and qualify the Shares for sale under all applicable state securities or "blue sky" laws. We express no opinion herein as to the laws of any state or jurisdiction other than the state laws of The Commonwealth of Massachusetts, the Delaware General

Corporation Law statute and the federal laws of the United States of America. Based upon and subject to the foregoing, we are of the opinion that the Shares have been duly authorized for issuance and, when the Shares are issued and paid for in accordance with the terms and conditions of the Plan, the Shares will be validly issued, fully paid and

nonassessable.

It is understood that this opinion is to be used only in connection with the offer and sale of the Shares while the Registration Statement is in effect.

We hereby consent to the filing of this opinion with the Commission as an exhibit to the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act and to the use of our name therein under the caption "Interests of Named Experts and Counsel." In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters.

Very truly yours,

/s/ Hale and Dorr LLP

HALE AND DORR LLP

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in this registration statement of our report dated January 27, 1999 included in BioTransplant Incorporated's Form 10-K for the year ended December 31, 1998 and to all references to our Firm included in this registration statement.

/s/ Arthur Andersen LLP

Arthur Andersen LLP

Boston, Massachusetts

July 23, 1999