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CIPHERGEN BIOSYSTEMS INC

Form S-8

May 21, 2001

As filed with the Securities and Exchange Commission on May 21, 2001
Registration No. 333-_____

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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

CIPHERGEN BIOSYSTEMS, INC.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE
(STATE OR OTHER JURISDICTION OF
INCORPORATION OR ORGANIZATION)

33-059-5156
(I.R.S. EMPLOYER
IDENTIFICATION NUMBER)

6611 DUMBARTON CIRCLE
FREMONT, CA 94555
(510) 505-2100

(ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING AREA CODE,
OF REGISTRANT'S PRINCIPAL EXECUTIVE OFFICES)

2000 STOCK PLAN
(FULL TITLE OF THE PLANS)

WILLIAM E. RICH
PRESIDENT AND CHIEF EXECUTIVE OFFICER
CIPHERGEN BIOSYSTEMS, INC.
6611 DUMBARTON CIRCLE
FREMONT, CA 94555
(510) 505-2100

(NAME, ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER,
INCLUDING AREA CODE, OF AGENT FOR SERVICE)

COPIES TO:
MICHAEL J. O'DONNELL
WILSON SONSINI GOODRICH & ROSATI
PROFESSIONAL CORPORATION
650 PAGE MILL ROAD

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PALO ALTO, CA 94304
(650) 493-9300

CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE	OFF
2000 Stock Plan Common Stock, \$0.001 par value (currently outstanding options) (1).....	325,000	\$ 5.39	\$
TOTAL REGISTRATION FEES			

(1) The Proposed Maximum Offering Price Per Share has been estimated in accordance with Rule 457(h) under the Securities Act of 1933 as to the 325,000 shares of Common Stock authorized for issuance pursuant to the 2000 Stock Plan solely for the purpose of calculating the registration fee. No options have been granted with respect to such shares. The computation is based upon the average of the high and low price of the Common Stock as reported on the Nasdaq National Market on May 17, 2001, because the price at which the options to be granted in the future may be exercised is not currently determinable.

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CIPHERGEN BIOSYSTEMS, INC.
REGISTRATION STATEMENT ON FORM S-8

EXPLANATORY NOTE

The contents of the Registration Statement No. 333-53530 on Form S-8 as filed with the Securities and Exchange Commission (the "Commission") on January 11, 2001 are hereby incorporated herein by reference to the extent not replaced hereby.

The purpose of this Form S-8 is to register an additional 325,000 shares of Common Stock of Ciphergen Biosystems, Inc. (the "Registrant") that are available for issuance under the 2000 Stock Plan, as amended (the "Plan"), to reflect an additional 325,000 shares authorized for issuance under the Plan by the Registrant's Board of Directors.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INFORMATION INCORPORATED BY REFERENCE.

The following documents and information previously filed with the Securities and Exchange Commission are hereby incorporated herein by reference:

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- (a) The Registrant's Annual Report filed on Form 10-K (File No. 000-31617) for the fiscal year ended December 31, 2000 as filed with the Commission on April 2, 2001 under the Securities Exchange Act of 1934 (the "Exchange Act").
- (b) The Registrant's Quarterly Report on Form 10-Q (File No. 000-31617) for the fiscal quarter ended March 31, 2001 as filed with the Commission on May 15, 2001 under the Exchange Act.
- (c) The Registrant's Registration Statement on Form S-1 (File No. 333-32812) as amended, filed pursuant to the Securities Act of 1933, as amended (the "Securities Act"), relating to the Registrant's initial public offering of its Common Stock.
- (d) The Registrant's Registration Statement on Form S-8 (File No. 333-53530), filed pursuant to the Securities Act on January 11, 2001.
- (e) The Registrant's proxy statement for the 2001 Annual Meeting.
- (f) The description of the Common Stock of the Registrant that is contained in the Registration Statement on Form 8-A filed pursuant to Section 12 of the Securities Exchange Act of 1934 (the "Exchange Act") on September 22, 2000.
- (g) All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the filing of this Registration Statement and prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents.

ITEM 8. EXHIBITS.

The Exhibits listed on the accompanying Index to Exhibits are filed as part hereof, or incorporated by reference into this Registration Statement. (See Exhibit Index below).

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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 Fremont, State of California on May 17, 2001.

CIPHERGEN BIOSYSTEMS, INC.

By: /s/ WILLIAM E. RICH, PH.D.

William E. Rich, Ph.D.
President and Chief Executive Officer

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POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints William E. Rich and Matthew J. Hogan, jointly and severally, his or her attorney-in-fact, each with the power of substitution, for him in any and all capacities, to sign any amendments to this Registration Statement on Form S-8, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorney-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.

SIGNATURE	TITLE
----- /s/ WILLIAM E. RICH ----- William E. Rich	----- President and Chief Executive Officer (Principal Executive Officer)
----- /s/ MATTHEW J. HOGAN ----- Matthew J. Hogan	----- Vice President and Chief Financial Officer (Principal Financial Officer)
----- /s/ DANIEL M. CASERZA ----- Daniel M. Caserza	----- Corporate Controller (Principal Accounting Officer)
----- /s/ JOHN A. YOUNG ----- John A. Young	----- Director
----- /s/ MICHAEL J. CALLAGHAN ----- Michael J. Callaghan	----- Director
----- /s/ BARBARA DALTON ----- Barbara Dalton	----- Director
----- /s/ JEAN-FRANCOIS FORMELA ----- Jean-Francois Formela	----- Director
----- /s/ WILLIAM R. GREEN ----- William R. Green	----- Director
----- /s/ JAMES L. RATHMANN ----- James L. Rathmann	----- Director
----- /s/ DANIEL VAPNEK -----	----- Director

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Daniel Vapnek

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INDEX TO EXHIBITS

EXHIBIT NUMBER	EXHIBIT DOCUMENT
3.1	Amended and Restated Certificate of Incorporation of Registrant (incorporated by reference to Exhibit 3.2 of Registrant's Registration Statement on Form S-1, File No. 333-32812 (the "Form S-1"))
3.2	Bylaws of Registrant (incorporated by reference to Exhibit 3.4 of the Form S-1)
5.1	Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation, as to the legality of securities being registered
10.1	1993 Stock Option Plan (incorporated by reference to Exhibit 10.3 of the Form S-1)
10.2	2000 Stock Plan (incorporated by reference to Exhibit 10.5 of the Form S-1)
10.6	2000 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.6 of the Form S-1)
23.1	Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation (contained in Exhibit 5.1 hereto)
23.2	Consent of PricewaterhouseCoopers LLP, Independent Accountants
24.1	Power of Attorney (see page II-3)