

NEOSE TECHNOLOGIES INC

Form S-8

May 30, 2007

As filed with the Securities and Exchange Commission on May 30, 2007

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

**FORM S-8
REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933
NEOSE TECHNOLOGIES, INC.**

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation or Organization)

13-3549286

(I.R.S employer Identification No.)

**102 Rock Road
Horsham, Pennsylvania**
(Address of Principal Executive Offices)

19044
(Zip Code)

**Neose Technologies, Inc.
2004 Equity Incentive Plan**

(Full Title of the Plan)

**George J. Vergis
President and Chief Executive Officer
Neose Technologies, Inc.**

**102 Rock Road
Horsham, Pennsylvania 19044**

(Name and Address of Agent for Service)

(215) 315-9000

(Telephone Number, Including Area Code of Agent for Service)

**Debra J. Poul, Esquire
Senior Vice President and
General Counsel
Neose Technologies, Inc.
102 Rock Road
Horsham, Pennsylvania 19044
(215) 315-9000**

**COPY TO:
Barry M. Abelson, Esquire
Steven J. Abrams, Esquire
Pepper Hamilton LLP
3000 Two Logan Square
Eighteenth and Arch Streets
Philadelphia, Pennsylvania 19103
(215) 981-4000**

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered | Amount to be Registered (1) | Proposed maximum offering price per Share (2) | Proposed Maximum Aggregate Offering Price (2) | Amount of Registration Fee |
|---|--------------------------------|---|--|-------------------------------|
| Common Stock, \$0.01 par value (3) | 1,500,000 | \$2.36 | \$3,540,000 | \$108.68 |

- (1) Pursuant to Rule 416(b) under the Securities Act of 1933, as amended (the Securities Act), this Registration Statement shall be deemed to cover an indeterminate number of additional shares which may be necessary to adjust the number of shares reserved for issuance pursuant to the Neose Technologies, Inc. 2004 Equity Incentive Plan for any future stock split, stock dividend or similar adjustments of the outstanding Common Stock, \$0.01 par value, of the Registrant.
- (2) Estimated pursuant to Rule 457(c) and (h) under the Securities Act solely for the purpose of calculating the registration fee on the basis of the average of the high and low prices of the Common Stock on The

NASDAQ Stock
Market LLC on
May 22, 2007.
The average
equaled \$2.36.

- (3) Includes rights to purchase the Registrant's Series A Junior Participating Preferred Shares, or Rights. Prior to the occurrence of certain events, the Rights will not be exercisable or evidenced separately from the Registrant's Common Stock. This Registration Statement also registers the issuance of deferral elections relating to shares under the Neose Technologies, Inc. 2004 Equity Incentive Plan.

Explanatory Note

Pursuant to General Instruction E of Form S-8, this Registration Statement is being filed in order to register additional shares of Common Stock, par value \$0.01 per share, of Neose Technologies, Inc. (the Company), with respect to an effective Registration Statement on Form S-8 of the Company relating to the Company's 2004 Equity Incentive Plan.

The contents of the Registration Statement on Form S-8, as filed by the Company with the SEC on June 14, 2004, Registration No. 333-116438, are incorporated by reference into this Registration Statement.

Item 8. Exhibits.

The Exhibit Index filed herewith and appearing immediately following the signatures hereto is incorporated herein by reference.

SIGNATURE

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 Horsham, Pennsylvania, on the 30th day of May, 2007.

NEOSE TECHNOLOGIES, INC.

By: /s/ George J. Vergis
George J. Vergis
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints George J. Vergis and Debra J. Poul and each of them, his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, 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 attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or his 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:

| Signature | Title | Date |
|--|--|--------------|
| /s/ George J. Vergis George J. Vergis | President, Chief Executive Officer (Principal Executive Officer) and Director | May 30, 2007 |
| /s/ A. Brian Davis A. Brian Davis | Senior Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer) | May 30, 2007 |
| /s/ L. Patrick Gage L. Patrick Gage | Chairman of the Board of Directors | May 30, 2007 |
| /s/ Brian H. Dovey Brian H. Dovey | Director | May 30, 2007 |
| /s/ William F. Hamilton William F. Hamilton | Director | May 30, 2007 |
| /s/ Douglas J. MacMaster, Jr. Douglas J. MacMaster, Jr. | Director | May 30, 2007 |

Douglas J. MacMaster, Jr.

/s/ H. Stewart Parker

Director

May 30, 2007

H. Stewart Parker

/s/ Mark H. Rachesky

Director

May 30, 2007

Mark H. Rachesky

EXHIBIT INDEX

| Exhibit Number | Exhibit |
|---------------------------|---|
| 5.1* | Opinion of Pepper Hamilton LLP |
| 23.1* | Consent of KPMG LLP |
| 23.2* | Consent of Pepper Hamilton LLP (contained in Exhibit 5.1) |
| 24.1* | Power of Attorney (included on signature page of this Registration Statement) |
| 99.1* | Neose Technologies, Inc. 2004 Equity Incentive Plan, as amended |

* Filed herewith.