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BIO IMAGING TECHNOLOGIES INC

Form 8-K

May 08, 2003

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

-----  
FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(D) OF  
THE SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): MAY 8, 2003  
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BIO-IMAGING TECHNOLOGIES, INC.

-----  
(Exact Name of Registrant as Specified in Charter)

DELAWARE

1-11182

11-2872047

-----  
(State or Other Jurisdiction  
of Incorporation)

(Commission File Number)

(IRS Employer  
Identification No.)

826 NEWTOWN-YARDLEY ROAD, NEWTOWN PA

18940

-----  
(Address of Principal Executive Offices)

(Zip Code)

(267) 757-3000

-----  
(Registrant's telephone number,  
including area code)

-----  
(Former Name or Former Address, if Changed Since Last Report)

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

- (a) Not applicable.
- (b) Not applicable.
- (c) Exhibits.

Exhibit No.      Description of Exhibit  
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99.1 Press release dated May 8, 2003.

ITEM 9. REGULATION FD DISCLOSURE (INFORMATION FURNISHED PURSUANT TO ITEM 12, "DISCLOSURE OF RESULTS OF OPERATIONS AND FINANCIAL CONDITION").

On May 8, 2003, Bio-Imaging Technologies, Inc. (the "Company") announced its financial results for the quarter ended March 31, 2003. The full text of the press release issued in connection with the announcement is attached as Exhibit 99.1 to this Current Report on Form 8-K.

In accordance with the procedural guidance in SEC Release Nos. 33-8216 and 34-47583, the information in this Form 8-K and the Exhibit attached hereto is being furnished under "Item 9. Regulation FD Disclosure" rather than under "Item 12. Disclosure of Results of Operations and Financial Condition." The information shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BIO-IMAGING TECHNOLOGIES, INC.

Dated: May 8, 2003

By: /s/ Mark L. Weinstein

-----  
Name: Mark L. Weinstein  
Title: President and Chief Executive Officer

EXHIBIT INDEX

Exhibit No. -----	Description -----
99.1	Press release dated May 8, 2003.

d black; border-top-width: 1; border-left-width: 0; border-right-width: 1; border-bottom-width: 1">3. Transaction Date (Month/Day/Year)3A. Deemed Execution Date, if any (Month/Day/Year)4. Transaction Code (Instr. 8)5. Number of Derivative Securities Acquired (A) or Disposed of (D)

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(Instr. 3, 4, and 5)6. Date Exercisable and Expiration Date  
 (Month/Day/Year)7. Title and Amount of Underlying Securities  
 (Instr. 3 and 4)8. Price of Derivative Security  
 (Instr. 5)9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)  
 (Instr. 4)10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)  
 (Instr. 4)11. Nature of Indirect Beneficial Ownership  
 (Instr. 4)CodeV(A)(D)Date ExercisableExpiration DateTitleAmount or Number of Shares NQ Stock Option \$ 2.305/17/2005 M  
 5,50011/22/2001(4)07/24/2011 Common Shares 5,500 \$ 2.3 13,000 I Dexheimer Generation Skipping Trust NQ Stock  
 Option \$ 2.305/18/2005 M 13,00011/22/2001(4)07/24/2011 Common shares 13,000 \$ 2.3 0 I Dexheimer  
 Generation Skipping Trust NQ Stock Option \$ 2.305/18/2005 M 20,00011/22/2001(4)07/24/2011 Common Shares  
 20,000 \$ 2.3 0 I Dexheimer Grantor Retained Annuity Trust NQ Stock Option \$ 2.3 11/22/2001(4)07/24/2011  
 Common Shares 35,413 35,413 D NQ Stock Option \$ 9.305 02/03/2004(5)02/03/2013 Common Shares  
 970,000 970,000 D

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DEXHEIMER BRIAN S 920 DISC DRIVE ATTN: STOCK PLAN ADMINISTRATION SCOTTS VALLEY, CA 95067			Executive VP, Sales, Mktg & CS	

## Signatures

/s/ Roberta S. Cohen for Brian S.  
Dexheimer  
Date: 05/19/2005

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The sale reported on this Form 4 were effected pursuant to a 10b5-1 trading plan adopted by the reporting person on April 27, 2005.  
Includes 96,583 common shares, par value \$0.00001 per share (the "Common Shares"), of Seagate Technology (the "Issuer") received by the Reporting Person from New SAC as part of the May 16, 2005 distribution (the "Distribution") by New SAC of the Issuer's Common Shares to the New SAC shareholders on a pro rata basis in the form of a stock dividend. The Reporting Person's receipt of the Common Shares through the Distribution was exempt from the reporting and the liability provisions of Section 16 pursuant to Rule 16a-9.
  - (2) Represents 76,666 Common Shares received by Silver Sea Limited Partnership ("Silver Sea") from New SAC as part of the Distribution. Silver Sea's receipt of the Common Shares through the Distribution was exempt from the reporting and liability provisions of Section 16 pursuant to Rule 16a-9. The Reporting Person disclaims beneficial ownership of any of the Issuer's Common Shares beneficially owned by Silver Sea except to the extent of any pecuniary interest therein.
  - (3) Options granted to the Reporting Person under the Issuer's 2001 Share Option Plan are subject to a four-year vesting schedule. One quarter of the option shares vested on November 22, 2001. The balance of the option shares vested monthly proportionately over the 36 months following November 22, 2001.
  - (4) Options granted to the Reporting Person under the Issuer's 2001 Share Option Plan are subject to a five year vesting schedule. One fifth (20%) of the option shares vested on February 3, 2004. The balance of the option shares (80%) are vesting and will continue to vest proportionally each month over the 48 months following February 3, 2004.
  - (5) The sale reported on this Form 4 were effected pursuant to a 10b5-1 trading plan adopted by the reporting person on April 28, 2005.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.