

SANGSTAT MEDICAL CORP
Form S-8 POS
May 29, 2002

As filed with the Securities and Exchange Commission on May 29, 2002

Registration No. 333-53181

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8

REGISTRATION STATEMENT

Under

The Securities Act of 1933

SANGSTAT MEDICAL CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation or
Organization)

94-3076-069

(I.R.S. Employer Identification No.)

6300 Dumbarton Circle

Fremont, California 94555

(Address, Including Zip Code, of Registrant's Principal Executive Offices)

SANGSTAT MEDICAL CORPORATION

1993 Stock Option Plan

1996 Non-Employee Directors Stock Option Plan

(Full Title of the Plans)

Stephen G. Dance

SangStat Medical Corporation

6300 Dumbarton Circle

Fremont, California 94555

(510) 789-4300

(Name, Address and Telephone Number, Including Area Code, of Agent For Service)

Copy to:

Gregory C. Smith

Skadden, Arps, Slate, Meagher & Flom LLP

525 University Avenue

Palo Alto, California 94301

(650) 470-4500

EXPLANATORY NOTE

SangStat Medical Corporation, a Delaware corporation (the Registrant), filed Registration Statements on Forms S-8 on June 25, 2001 (file no. 333-63784), January 12, 2000 (file no. 333-94555), September 14, 1998 (file no. 333-63345), May 20, 1998 (file no. 333-53181), December 8, 1995 (file no. 033-80155) and April 4, 1994 (file no. 033-77300) to register shares of the Registrant's common stock, par value \$0.001 per share (the Common Stock), for offer or sale pursuant to the SangStat Medical Corporation 1993 Stock Option Plan (the 1993 Plan). The Registrant adopted a new stock option plan, the SangStat Medical Corporation 2002 Stock Option Plan (the 2002 Plan), on March 6, 2002.

Upon stockholder approval of the 2002 Plan on May 14, 2002, the 1993 Plan terminated, and shares that were available for grant under the 1993 Plan immediately prior to the termination of the 1993 Plan became available for issuance under the 2002 Plan. In addition, if the outstanding awards granted under the 1993 Plan expire or otherwise terminate without being exercised, or if any shares of Common Stock are surrendered, or are repurchased by the Registrant, in connection with any outstanding awards granted under the 1993 Plan, the shares subject to such awards and the surrendered or repurchased shares will be available for issuance under the 2002 Plan.

Accordingly, by this Post-Effective Amendment No. 1, the Registrant hereby deregisters 861,331 shares of Common Stock to be issued and sold under the 1993 Plan covered by this Registration Statement (the Carried Forward Shares). Contemporaneously with the filing of this Post-Effective Amendment No. 1, the Registrant is filing a Registration Statement on Form S-8 to register shares of Common Stock for offer or sale pursuant to the 2002 Plan, including but not limited to the Carried Forward Shares. In accordance with the principles set forth in Interpretation 89 under Section G of the Manual of Publicly Available Telephone Interpretations of the Division of Corporation Finance of the Securities and Exchange Commission (July 1997) and Instruction E to the General Instructions to Form S-8, this Post-Effective Amendment No. 1 is hereby filed (i) to reallocate the Carried Forward Shares from the 1993 Plan to the 2002 Plan, and (ii) to carry over the registration fees paid for the Carried Forward Shares from this Registration Statement on Form S-8 filed for the 1993 Plan, to the Registration Statement on Form S-8 for the 2002 Plan that is filed contemporaneously with the filing of this Post-Effective Amendment No. 1.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Post-Effective Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in Fremont, California, on this 29th day of May, 2002.

SANGSTAT MEDICAL CORPORATION

By: /s/ Stephen G. Dance
Name: Stephen G. Dance
Title: Senior Vice President, Finance

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Jean-Jacques Bienaimé and Stephen G. Dance, and each of them individually (with full power to each of them to act alone), as 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 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 attorneys-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof. This Power of Attorney may be signed in several counterparts.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|---|---|--------------|
| /s/ Jean-Jacques Bienaimé Jean-Jacques Bienaimé | Chairman of the Board of Directors, President & Chief Executive Officer (Principal Executive Officer) | May 29, 2002 |
| /s/ Stephen G. Dance Stephen G. Dance, CPA, FCA | Senior Vice President, Finance (Principal Financial Officer and Accounting Officer) | May 29, 2002 |
| /s/ Fredric J. Feldman Fredric J. Feldman, Ph.D. | Director | May 29, 2002 |

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/s/ Richard D. Murdock
Richard D. Murdock

Director

May 29, 2002

/s/ Andrew J. Perlman
Andrew J. Perlman, M.D., Ph.D.

Director

May 29, 2002

/s/ Hollings C. Renton
Hollings C. Renton

Director

May 29, 2002

/s/ Nicholas J. Simon III
Nicholas J. Simon III

Director

May 29, 2002

/s/ Vincent R. Worms
Vincent R. Worms

Director

May 29, 2002