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ALKERMES INC
Form S-1MEF
December 26, 2002

Registration No. 333-_____

As filed with the Securities and Exchange Commission on December 26, 2002

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-1
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

ALKERMES, INC.
(Exact name of registrant as specified in its charter)

| | | |
|----------------------------------------------------------------------|-------------------------------------------------------------|-----------------------------------------------|
| Pennsylvania | 2834 | 23-2472830 |
| (State or other jurisdiction of incorporation or organization) | (Primary Standard Industrial Classification Code Number) | (I.R.S. Employer Identification Number) |

88 Sidney Street, Cambridge, Massachusetts 02139-4136
Telephone: (617) 494-0171
(Address, including zip code, and telephone number, including area code,
of registrant's principal executive offices)

Richard F. Pops, Chief Executive Officer, Alkermes, Inc.
88 Sidney Street, Cambridge, Massachusetts 02139-4234
Telephone: (617) 494-0171
(Name, address, including zip code, and telephone number, including area code,
of agent for service)

Copies to:

Morris Cheston, Jr., Esq.
Ballard Spahr Andrews & Ingersoll, LLP
1735 Market Street, 51st Floor
Philadelphia, Pennsylvania 19103
Telephone: (215) 665-8900

Abigail Arms, Esq.
Shearman & Sterling
801 Pennsylvania Avenue, N.W.
Washington, D.C. 20004
Telephone: (202) 508-8000

Mitchell S. Bloom
Testa, Hurwitz & Thib
125 High Stre
Boston, Massachusett
Telephone: (617) 24

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. []

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [X] 333-101464

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

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Calculation of Registration Fee

| Title of Each Class of Securities to be Registered | Amount to be Registered | Proposed Maximum Offering Price Per Unit | Proposed Maximum Aggregate Offering Price |
|-----------------------------------------------------------------------|-------------------------|------------------------------------------|-------------------------------------------|
| 6.52% Convertible Senior Subordinated Notes due December 31, 2009 (1) | \$10,000,000 (1) | 100% | \$10,000,000 (1) |
| Common Stock, par value \$.01 per share | 778,840 shares (2) | \$6.51 (3) | \$5,070,248 |
| Total Registration Fee | | | |

- (1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457 under the Securities Act of 1933.
- (2) The total number of shares of common stock that are being registered represent an estimate of the number of shares that would be issued if the Registrant elects, under the terms of the notes, to make interest payments on the notes in common stock instead of cash including to pay, if applicable, the two-year interest make-whole provision in common stock instead of cash. Also includes such indeterminate number of shares of common stock as shall be issuable upon conversion of the notes being registered hereunder. No additional consideration shall be received for the common stock issuable upon conversion of the notes and therefore no registration fee is required pursuant to Rule 457 under the Securities Act.
- (3) Estimated in accordance with Rule 457(c) and Rule 457(d) solely for the purpose of calculating the amount of the registration fee based on the average of the high and low price of the Registrant's common stock as reported on the NASDAQ National Market on December 23, 2002.

Explanatory Note

This Registration Statement on Form S-1 is being filed by Alkermes, Inc. pursuant to Rule 462(b) and General Instruction V of Form S-1, both as promulgated under the Securities Act of 1933, as amended, with respect to the registration of an additional \$10,000,000 of its 6.52% Convertible Senior Subordinated Notes due December 31, 2009. The contents of the Registration Statement on Form S-1 (File No. 333-101464), as amended, filed by Alkermes, Inc. with the Securities and Exchange Commission, which was declared effective on December 24, 2002, are incorporated by reference into, and shall be deemed part of, this Registration Statement. The required opinions and consents are listed on an Exhibit Index attached hereto and filed herewith.

PART II
INFORMATION NOT REQUIRED IN PROSPECTUS

Item 21. Exhibits and Financial Statement Schedules

All exhibits filed with or incorporated by reference in Registration Statement No. 333-101464 are incorporated by reference into, and shall be deemed to be a part of, this Registration Statement, except for the following, which are filed herewith.

| Exhibit Number ----- | Description ----- |
|-------------------------|---------------------------------------------------------------------------------|
| 5.1 | Opinion of Ballard Spahr Andrews & Ingersoll, LLP. |
| 23.1 | Consent of Ballard Spahr Andrews & Ingersoll, LLP (included in Exhibit 5.1). |
| 23.2 | Consent of Deloitte & Touche LLP. |
| 24.1 | Power of Attorney (included on signature page). |

II-1

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Registration Statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cambridge, Commonwealth of Massachusetts, on December 26, 2002.

ALKERMES, INC.

By: /s/ Richard F. Pops

Richard F. Pops, Chief Executive Officer

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Richard F. Pops and James M. Frates and each or any one of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his 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 attorneys-in-fact and agents, and each of them, full power and authority to perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or his or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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Pursuant to the requirements of the Securities Act of 1933, this Registration Statement on Form S-1 has been signed by the following persons in the capacities and on the date indicated.

| Signature ----- | Title ----- | Date ----- |
|---------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------|---------------|
| /s/ Michael A. Wall ----- Michael A. Wall | Director and Chairman of the Board | December 2 |
| /s/ Richard F. Pops ----- Richard F. Pops | Director and Chief Executive Officer (Principal Executive Officer) | December 2 |
| /s/ James M. Frates ----- James M. Frates | Vice President, Chief Financial Officer and Treasurer (Principal Financial Officer and Principal Accounting Officer) | December 2 |
| /s/ Floyd E. Bloom ----- Floyd E. Bloom | Director | December 2 |
| /s/ Robert A. Breyer ----- Robert A. Breyer | Director | December 2 |
| ----- John K. Clarke | Director | _____ |
| | | |
| Signature ----- | Title ----- | Date ----- |
| /s/ Alexander Rich ----- Alexander Rich | Director | December 2 |
| /s/ Paul Schimmel ----- Paul Schimmel | Director | December 2 |

EXHIBIT INDEX

| Exhibit Number | Description |
|----------------|-------------|
|----------------|-------------|

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