

CLEARANT INC
Form S-8
August 12, 2005

Table of Contents

Registration No. 333-_____

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933
CLEARANT, INC.
(Exact Name of Registrant as Specified in its Charter)**

Delaware**91-2190195**

(State or Other Jurisdiction
of Incorporation or
Organization)

(I.R.S. Employer
Identification Number)

**11111 Santa Monica Boulevard, Suite 650
Los Angeles, California 90025**
(Address of Principal Executive Offices)(Zip Code)

**Clearant, Inc.
2005 Stock Award Plan
and 2000 Stock Option Plan**

(Full Title of the Plan)

John C. Kirkland, Esq.
Greenberg Traurig, LLP
2450 Colorado Avenue, Suite 400E
Santa Monica, California 90404
(310) 586-7786

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

CALCULATION OF REGISTRATION FEE

Title of Securities To be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (5)	Proposed Maximum Aggregate Offering Price (5)	Amount of Registration Fee
Common Stock, par value \$0.0001	1,918,588 shares (2)	\$ 3.00	\$ 5,755,764	\$ 677.45
Common Stock, par value \$0.0001	120,000 shares (3)	\$ 4.09	\$ 490,800	\$ 57.77
Common Stock, par value \$0.0001	827,000 shares (4)	\$ 4.12	\$ 3,407,240	\$ 401.03
Common Stock, par value \$0.0001	42,500 shares (5)	\$ 4.51	\$ 191,675	\$ 22.56
Common Stock, par value \$0.0001		\$ 4.30	\$ 17,595,221	\$ 2,070.96

Edgar Filing: CLEARANT INC - Form S-8

	4,091,912	
	shares (6)	
	7,000,000	
Total	shares	\$ 3,229.77

(1) Pursuant to Rule 416(a), this registration statement shall also cover any additional shares of common stock which become issuable under the 2005 Stock Award Plan (the 2005 Plan) by reason of any stock dividend, stock split, recapitalization, or any other similar transaction without receipt of consideration which results in an increase in the number of outstanding shares of common stock of the registrant Clearant, Inc..

(2) Represents shares of common stock subject to outstanding options under the 2000 Stock Option Plan assumed by the registrant as of March 31, 2005.

(3) Represents shares of common stock subject to outstanding options granted under the 2005 Plan as of June 30, 2005.

(4) Represents shares of common stock subject to outstanding options granted under the 2005 Plan as of July 1, 2005.

(5) Represents shares of common stock subject to outstanding options granted under the 2005 Plan as of July 29, 2005.

(6) Represents shares of common stock not subject to outstanding options that are available for issuance under the 2005 Plan as of August 10, 2005.

(7) Calculated solely for purposes of this offering under Rules 457(c) and 457(h) of the Securities Act of 1933, as amended, the proposed maximum offering price per share and the proposed maximum aggregate offering price have been determined based upon (a) the price at which the issued and outstanding options may be exercised and (b) the closing sale price for the common stock of the registrant as reported on the OTC Bulletin Board on each of the above dates.

TABLE OF CONTENTS

PART I

PART II

Item 3. Incorporation of Documents by Reference

Item 4. Description of Securities

Item 5. Interests of Named Experts and Counsel

Item 6. Indemnification of Directors and Officers

Item 7. Exemption from Registration Claimed

Item 8. Exhibits

Item 9. Undertakings

SIGNATURES

EX-5.1

EX-23.1

EX-23.2

EX-99.2

Table of Contents

INTRODUCTION

This Registration Statement on Form S-8 relates to 7,000,000 shares of our common stock, par value \$0.0001 per share, issuable to eligible directors, consultants and employees of Clearant, Inc. (the Registrant) or its affiliates under the Clearant, Inc. 2005 Stock Award Plan and 2000 Stock Option Plan (collectively, the Plans). This Registration Statement covers the maximum number of shares of our common stock that could be issued under the Plans.

**PART I
INFORMATION REQUIRED IN THE
SECTION 10(A) PROSPECTUS**

The documents containing the information specified in Part I of Form S-8 (plan information and registrant information and employee plan annual information) will be sent or given to employees as specified by Securities and Exchange Commission Rule 428(b)(1). Such documents need not be filed with the Securities and Exchange Commission (the Commission) either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424. These documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II of this Form S-8, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

**PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

Item 3. Incorporation of Documents by Reference

The Registrant hereby incorporates by reference into this Registration Statement the following documents previously filed with the Commission:

- (a) The Registrant's Current Report on Form 8-K/A filed with the Commission on May 16, 2005, the Registrant's latest annual report filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act), or the latest prospectus filed pursuant to the Securities Act of 1933, as amended (the Securities Act), that contains audited financial statements for the Registrant's latest fiscal year for which such statements have been filed;
- (b) All other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the document referred to in (a) above; and
- (c) The description of capital stock contained under the heading Authorized Capital Stock on page 21 of the Definitive Proxy Statement filed with the Commission on June 16, 2005.

All documents filed by the Registrant pursuant to Section 13(a), 13(c), 14, and 15(d) of the Exchange Act after the date of this registration statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this registration statement and to be a part hereof from the date of filing of such documents. Any statement contained in a document incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

Item 4. Description of Securities

Not Applicable.

Table of Contents**Item 5. Interests of Named Experts and Counsel**

Certain legal matters in connection with this registration statement will be passed upon for us by Greenberg Traurig, LLP, Santa Monica, California. Greenberg Traurig, LLP and its attorneys hold no shares of common stock, but have been issued vested non-qualified stock options to purchase up to 100,000 shares of the Registrant's common stock.

Item 6. Indemnification of Directors and Officers

Under Section 145 of the General Corporation Law of the State of Delaware, the Registrant has broad powers to indemnify its directors and officers against liabilities they may incur in such capacities, including liabilities under the Securities Act. The Certificate of Incorporation and the Bylaws of the Registrant provide that the Registrant will indemnify, to the fullest extent permitted by the Delaware General Corporation Law, each person who is or was a director, officer, employee or agent of the Registrant, or who serves or served any other enterprise or organization at the request of the Registrant. Pursuant to Delaware law, this includes elimination of liability for monetary damages for breach of the directors' fiduciary duty of care to the Registrant and its stockholders. These provisions do not eliminate the directors' duty of care and, in appropriate circumstances, equitable remedies such as injunctive or other forms of non-monetary relief will remain available under Delaware law. In addition, each director will continue to be subject to liability for breach of the director's duty of loyalty to the Registrant, for acts or omissions not in good faith or involving intentional misconduct, for knowing violations of law, for any transaction from which the director derived an improper personal benefit, and for payment of dividends or approval of stock repurchases or redemptions that are unlawful under Delaware law. The provision also does not affect a director's responsibilities under any other laws, such as the federal securities laws or state or federal environmental laws.

The Registrant has entered into agreements with its directors and executive officers that require the Registrant to indemnify these persons against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred (including expenses of a derivative action) in connection with any proceeding, whether actual or threatened, to which any such person may be made a party by reason of the fact that the person is or was a director or officer of the Registrant or any of its affiliated enterprises, provided the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the Registrant's best interests and, with respect to any criminal proceeding, had no reasonable cause to believe that his or her conduct was unlawful. The indemnification agreements will also establish procedures that will apply if a claim for indemnification arises under the agreements.

The Registrant maintains a policy of directors' and officers' liability insurance that insures its directors and officers against the cost of defense, settlement or payment of a judgment under some circumstances.

Item 7. Exemption from Registration Claimed

Not applicable.

Item 8. Exhibits

- 5.1 Opinion of Greenberg Traurig, LLP
- 23.1 Consent of Singer Lewak Greenbaum & Goldstein LLP
- 23.2 Consent of BDO Seidman, LLP
- 23.3 Consent of Greenberg Traurig, LLP (included in Exhibit 5.1)
- 24.1 Power of Attorney (included in the Signatures section of this Registration Statement)
- 99.1 Clearant, Inc. 2005 Stock Award Plan*
- 99.2 Clearant, Inc. 2000 Stock Option Plan

*

Incorporated by
reference to
Appendix F to
the Registrant's
Definitive Proxy
Statement filed
with the
Commission on
June 16, 2005.

II-2

Table of Contents

Item 9. Undertakings

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(a) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933, as amended (the "1933 Act");

(b) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof), which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement.

(c) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

Provided, however, that paragraphs (a)(i) and (a)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the issuer pursuant to Section 13 or Section 15(d) of the 1934 Act that are incorporated by reference herein.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; and

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at the time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

Table of Contents**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 Los Angeles, State of California, on this 12th day of August 2005.

CLEARANT, INC.

By: /s/ DONALD J. LEWIS
Donald J. Lewis
Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints jointly and severally, Alain Delongchamp and Jon Garfield and each of them, as his true and lawful attorney-in-fact and agent, 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 do and 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 their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement on Form S-8 has been signed by the following persons in the capacities and on the dates indicated:

Signature	Position	Date
/s/ ALAIN DELONCHAMP Alain Delongchamp	Chief Executive Officer and (Principal Executive Officer)	August 12, 2005
/s/ DONALD J. LEWIS Donald J. Lewis	Chief Financial Officer (Principal Financial and Accounting Officer)	August 12, 2005
/s/ JOHN S. WEHRLE John S. Wehrle	Director and Chairman of the Board	August 12, 2005
/s/ RICHARD A. ANDERSON Richard A. Anderson	Director	August 12, 2005
/s/ HERVÉ DE KERGROHAN Hervé de Kergrohen	Director	August 12, 2005
	Director	August 12, 2005

/s/ ALEXANDER MAN-KIT
NGAN

Alexander Man-Kit Ngan

/s/ NOLAN H. SIGAL

Director

August 12, 2005

Nolan H. Sigal

II-4