

PHARMION CORP
Form S-1MEF
July 01, 2004

As filed with the Securities and Exchange Commission on June 30, 2004

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-1

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

PHARMION CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
*(State or other jurisdiction of
incorporation or organization)*

2834
*(Primary Standard Industrial
Classification Code Number)*

84-1521333
*(I.R.S. Employer
Identification No.)*

2525 28th Street

Boulder, Colorado 80301
(720) 564-9100

*(Address, including zip code, and telephone number,
including area code, of registrant's principal executive offices)*

Patrick J. Mahaffy
President and Chief Executive Officer
Pharmion Corporation
2525 28th Street
Boulder, Colorado 80301
(720) 564-9100

*(Name, address, including zip code, and telephone number,
including area code, of agent for service)*

Copies to:

William H. Gump, Esq.
Peter H. Jakes, Esq.
Willkie Farr & Gallagher LLP
787 Seventh Avenue
New York, New York 10019
(212) 728-8000

Bruce K. Dallas, Esq.
Davis Polk & Wardwell
1600 El Camino Real
Menlo Park, California 94025
(650) 752-2000

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

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended, check the following box.

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If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration number of the earlier effective registration statement for the same offering. 333-116252

If this form is a post-effective amendment filed pursuant to Rule 462(c) 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.

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.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

CALCULATION OF REGISTRATION FEE

Title of Class of Securities to be Registered	Number of Shares to be Registered(1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee(3)
Common Stock, par value \$.001 per share	690,000	\$48.00	\$33,120,000	\$4,196.30

- (1) Includes 90,000 shares of Common Stock that are being registered in connection with an over-allotment option granted to the underwriters.
(2) Determined in accordance with Rule 457(a), based on the public offering price of \$48.00 per share.
(3) The Registrant previously registered an aggregate \$178,434,000 worth of its Common Stock on a Registration Statement on Form S-1 (File No. 333-116252), for which a filing fee of \$22,607.59 was previously paid upon the filing of such Registration Statement.

EXPLANATORY NOTE

This Registration Statement on Form S-1 relates to the public offering of common stock of Pharmion Corporation contemplated by the Registration Statement on Form S-1 (File No. 333-116252), as amended (the Prior Registration Statement), declared effective on June 30, 2004 by the Securities and Exchange Commission, and is filed pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended, solely to increase the number of shares to be offered in the public offering by 690,000 shares, including 90,000 shares that may be sold pursuant to an over-allotment option granted to the underwriters. The contents of the Prior Registration Statement, including all exhibits thereto, are hereby incorporated by reference.

PART II

Item 16. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a) *Exhibits.*

Number	Description
5.1	Opinion of Willkie Farr & Gallagher LLP.
23.1	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm.
23.2	Consent of Willkie Farr & Gallagher LLP (included in Exhibit 5.1 hereto).
24.1	Power of Attorney (Included on page II-5 of the Registration Statement on Form S-1 (File No. 333-116252) filed June 8, 2004, incorporated herein by reference).

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Patrick J. Mahaffy, by signing his name below, signs this document on behalf of each of the above named persons specified by an asterisk (*), pursuant to a power of attorney duly executed by such persons and filed with the Securities and Exchange Commission in the Registrant's Registration Statement on June 8, 2004.

By: /s/ PATRICK J. MAHAFFY

Attorney-in-fact
Patrick J. Mahaffy

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INDEX TO EXHIBITS

Number	Description
5.1	Opinion of Willkie Farr & Gallagher LLP.
23.1	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm.
23.2	Consent of Willkie Farr & Gallagher LLP (included in Exhibit 5.1 hereto).
24.1	Power of Attorney (Included on page II-5 of the Registration Statement on Form S-1 (File No. 333-116252) filed June 8, 2004, incorporated herein by reference).