

IGI LABORATORIES, INC  
Form S-8  
June 08, 2010

As filed with the Securities and Exchange Commission on June 8, 2010.

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 20549**

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**FORM S-8**  
**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

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**IGI LABORATORIES, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation or Operation)

**01-0355758**  
(I.R.S. Employer Identification  
Number)

**105 Lincoln Avenue**  
**Buena, New Jersey 08310**

(Address of Principal Executive Offices, including Zip Code)

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**2009 Equity Incentive Plan**

(Full Title of the Plan)

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**IGI Laboratories, Inc.**

**Philip Forte**

**105 Lincoln Avenue**

**Buena, New Jersey 08310**

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

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*Copies of communications to:*

**Brian Katz, Esq.**

**Pepper Hamilton LLP**

**3000 Two Logan Square**

**Eighteenth and Arch Streets**

**Philadelphia, PA 19103-2799**

**(215) 981-4000**

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Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act (check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(do not check if a smaller reporting company)

**CALCULATION OF REGISTRATION FEE**

<b>Title of shares to be registered</b>	<b>Amount to be registered (1)</b>	<b>Proposed maximum offering price per share</b>	<b>Proposed maximum aggregate offering price</b>	<b>Amount of registration fee</b>
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Common Stock (\$0.01 par value)	2,000,000	\$0.99 (2)	\$1,980,000	\$141.17
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(1)

Pursuant to Rule 416(b) under the Securities Act of 1933, there shall also be deemed covered hereby such additional shares as may result from anti-dilution adjustments which may hereinafter be offered or issued to prevent dilution resulting from stock splits, stock dividends, recapitalizations or certain other capital adjustments.

(2)

Estimated solely for the purposes of calculating the registration fee in accordance with Rule 457(h)(1) and (c) under the Securities Act of 1933. The price and fee were computed based upon \$0.99 per share, the average of the high and low prices for the common stock reported on the NYSE Amex on June 4, 2010.

**Explanatory Note**

Pursuant to General Instruction E of Form S-8, this Registration Statement is being filed to register 2,000,000 additional shares of IGI Laboratories, Inc. (the Registrant) common stock, par value \$0.01 per share (the Common Stock), for issuance under the Registrant's 2009 Equity Incentive Plan (the 2009 Equity Incentive Plan). The contents of the Registrant's Registration Statement on Form S-8 filed with the Securities and Exchange Commission on July 29, 2009 (Registration No. 333-160865) with respect to an aggregate of 2,000,000 shares of Common Stock issuable pursuant to the 2009 Equity Incentive Plan is hereby incorporated by reference.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits.**

- |       |  |
|-------|--|
| 4.1   | IGI Laboratories, Inc. 2009 Equity Incentive Plan (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed on May 24, 2010). |
| 5.1*  | Opinion of Pepper Hamilton LLP as to the validity of the securities being registered.  |
| 23.1* | Consent of Amper, Politziner & Mattia, LLP   |
| 23.2* | Consent of Pepper Hamilton LLP (included in Exhibit 5.1 hereto).   |
| 24.1  | Powers of Attorney (included on the signature page hereto).  |

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\* Filed herewith.

**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 Buena, State of New Jersey, on May 19, 2010.

IGI Laboratories, Inc.

By: /s/ Charles Moore  
Charles Moore  
President and Chief Executive Officer

**POWER OF ATTORNEY**

Each person whose signature appears below hereby constitutes and appoints Charles Moore and Philip S. Forte his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution for him 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 exhibits thereto and other documents in connection therewith with the Securities and Exchange Commission, granting unto such attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary in connection with such matters and hereby ratifying and confirming all that such attorney-in-fact and agent or his substitutes may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on the date indicated below:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
/s/ Charles Moore Charles Moore	President, Chief Executive Officer and Director (Principal Executive Officer)	May 19, 2010
/s/ Philip S. Forte Philip S. Forte	Chief Financial Officer (Principal Financial and Accounting Officer)	May 19, 2010
/s/ Joyce Erony Joyce Erony	Director	May 19, 2010



**EXHIBIT INDEX**

**Exhibits**

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