

CURATIVE HEALTH SERVICES CO  
Form S-8 POS  
June 07, 2006

As filed with the Securities and Exchange Commission on June 7, 2006.

Registration No. 33-45553

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

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POST-EFFECTIVE AMENDMENT NO. 2  
TO

**FORM S-8**

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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**CURATIVE HEALTH SERVICES, INC.**

(Exact name of Registrant as specified in its charter)

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

**51-0467366**  
(I.R.S. Employer  
Identification No.)

**61 Spit Brook Road**  
**Nashua, New Hampshire 03060**  
**(603) 888-1500**

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive office)

**Curative Health Services, Inc. 1991 Stock Option Plan  
and Other Compensatory Contracts Constituting Employee Benefit Plans**

(Full Title of the Plans)

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**Paul F. McConnell**

**Curative Health Services, Inc.**

**61 Spit Brook Road**

**Nashua, New Hampshire 03060**

(Name and address of agent for service)

**(603) 888-1500**

(Telephone number, including area code, of agent for service)

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**With a Copy to:**

**Timothy S. Hearn, Esq.  
Dorsey & Whitney LLP  
50 South Sixth Street, Suite 1500  
Minneapolis, Minnesota 55402  
(612) 340-2600**

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**CALCULATION OF REGISTRATION FEE**

| <b>Title of Securities<br/>to be Registered</b> | <b>Amount<br/>to be<br/>Registered</b> | <b>Proposed<br/>Maximum<br/>Offering<br/>Price<br/>Per Share<br/>(1)</b> | <b>Proposed<br/>Maximum<br/>Aggregate<br/>Offering<br/>Price<br/>(1)</b> | <b>Amount of<br/>Registration<br/>Fee</b> |
|-------------------------------------------------|----------------------------------------|--------------------------------------------------------------------------|--------------------------------------------------------------------------|-------------------------------------------|
| See below (1)                                   | N/A                                    | N/A                                                                      | N/A                                                                      | N/A                                       |

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(1) No additional securities are to be registered. Registration fees were paid upon filing of the original Registration Statement No. 333-45553. Therefore, no further registration fee is required.

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**CURATIVE HEALTH SERVICES, INC.**

**POST-EFFECTIVE AMENDMENT NO. 2 TO  
REGISTRATION STATEMENT ON FORM S-8**

**EXPLANATORY NOTE**

This Post-Effective Amendment No. 2 to Curative Health Services, Inc.'s (the "Company") Registration Statement on Form S-8 (File No. 333-45553) (the "Registration Statement"), which was filed with the Securities and Exchange Commission (the "Commission"), is being filed in accordance with an undertaking made by the Company in the Registration Statement to remove from registration, by means of a post-effective amendment, any of the securities which remain unsold at the termination of the offering. The Company hereby removes from registration all of the securities previously registered under the Registration Statement that remain unsold as of the date hereof.

Item 8. Exhibits

| <b>Exhibit<br/>Number</b> | <b>Description</b> |
|---------------------------|--------------------|
| 24.1                      | Power of Attorney  |

**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 Post-Effective Amendment No. 2 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Nashua, State of New Hampshire, on this 7<sup>th</sup> day of June, 2006.

**CURATIVE HEALTH SERVICES, INC.**

/s/ John C. Prior  
John C. Prior  
Chief Financial Officer  
*(principal financial and accounting officer)*

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Pursuant to the requirements of the Securities Act, this Post-Effective Amendment No. 2 to Registration Statement on Form S-8 has been signed by the following persons in the capacities indicated on June 7, 2006.

| Signature                          | Title                                                                                                                |
|------------------------------------|----------------------------------------------------------------------------------------------------------------------|
| *<br>Paul F. McConnell             | Chief Executive Officer and Director<br><i>(principal executive officer)</i>                                         |
| /s/ John C. Prior<br>John C. Prior | Chief Financial Officer, Chief Operating Officer and<br>Director <i>(principal financial and accounting officer)</i> |
| *<br>Paul S. Auerbach, MD          | Director                                                                                                             |
| *<br>Daniel E. Berce               | Director                                                                                                             |
| *<br>Lawrence English              | Director                                                                                                             |
| *<br>Timothy I. Maudlin            | Chairman of the Board                                                                                                |
| *<br>Gerard Moufflet               | Director                                                                                                             |

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**\*By** /s/ John C. Prior  
**John C. Prior, pro se and as  
attorney-in-fact**

EXHIBIT INDEX

| Exhibit<br>Number | Description        |
|-------------------|--------------------|
| 24.1              | Power of Attorney. |