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ENDOREX CORP  
Form S-8  
September 12, 2001

As filed with the Securities and Exchange Commission on September 12, 2001  
Registration No. 333-\_\_\_\_\_

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
-----

FORM S-8

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933  
-----

ENDOREX CORPORATION  
(Exact name of registrant as specified in its charter)

DELAWARE  
(State or other jurisdiction  
of incorporation or organization)

41-1505029  
(IRS Employer Identification No.)

28101 BALLARD DRIVE, SUITE F, LAKE FOREST, ILLINOIS 60045  
(Address of principal executive offices) (Zip Code)  
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ENDOREX CORPORATION AMENDED AND RESTATED 1995 OMNIBUS INCENTIVE PLAN  
(Full title of the Plans)  
-----

STEVE J. KOULOGEORGE  
CONTROLLER  
ENDOREX CORPORATION  
28101 BALLARD DRIVE, SUITE F, LAKE FOREST, ILLINOIS 60045  
(Name and address of agent for service)

(847) 573-8990  
(Telephone number, including area code, of agent for service)  
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CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share(2)	Proposed M Aggregate Offer
AMENDED AND RESTATED 1995 OMNIBUS INCENTIVE PLAN			
Common Stock, par value \$.001	334,336 shares	\$1.03	\$344,

(1) This Registration Statement shall also cover any additional shares of the

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Registrant's Common Stock which become issuable under the Registrant's Amended and Restated 1995 Omnibus Incentive Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the Registrant's receipt of consideration which results in an increase in the number of the outstanding shares of Registrant's Common Stock.

- (2) Calculated solely for purposes of this offering under Rule 457(h) of the Securities Act of 1933, as amended, on the basis of the average of the high and low selling prices per share of the Registrant's Common Stock on September 10, 2001 as reported by the American Stock Exchange.

Pursuant to General Instruction E to Form S-8, this Registration Statement on Form S-8 registers the offer and sale of an additional 334,336 shares of Common Stock of the Registrant for issuance under the Amended and Restated 1995 Omnibus Incentive Plan. The contents of the prior Registration Statement relating to such Plan, Filing No. 333-64035, are incorporated herein by reference.

### PART II

#### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

##### Item 3. INCORPORATION OF DOCUMENTS BY REFERENCE

Endorex Corporation (the "Registrant") hereby incorporates by reference into this Registration Statement the following documents previously filed with the Securities and Exchange Commission (the "Commission"):

- (a) The Registrant's Quarterly Report on Form 10-QSB for the quarter ending June 30, 2001 filed with the Commission on August 14, 2001.
- (b) The Registrant's Quarterly Report on Form 10-QSB for the quarter ending March 31, 2001 filed with the Commission on May 14, 2001.
- (c) The Registrant's Amendment to the Annual Report on Form 10-KSB for the fiscal year ended December 31, 2000 filed with the Commission on April 30, 2001.
- (d) The Registrant's Amendment to the Annual Report on Form 10-KSB for the fiscal year ended December 31, 2000 filed with the Commission on April 24, 2001.
- (e) The Registrant's Annual Report on Form 10-KSB for the fiscal year ended December 31, 2000 filed with the Commission on April 2, 2001.
- (f) The Registrant's Registration Statement No. 000-16929 on Form 8-A filed with the SEC on July 8, 1992 pursuant to Section 12 of the Securities Exchange Act of 1934, as amended (the "1934 Act"), in which there is described the terms, rights and provisions applicable to the Registrant's outstanding Common Stock.

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- (g) The Registrant's Registration Statement No. 333-64035 on Form S-8 filed with the Commission on September 23, 1998.

All reports and definitive proxy or information statements filed pursuant to Section 13(a), 13(c), 14 or 15(d) of the 1934 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 de-registers 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 or deemed to be 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 subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

II-1

### Item 8. EXHIBITS

Exhibit Number	Exhibit
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4.1	Instruments Defining Rights of Stockholders. Reference is made to Registrant's Registration Statement No. 000-16929 on Form 8-A, as amended, together with the exhibits thereto, which is incorporated herein by reference pursuant to Item 3(b) of this Registration Statement
5.1	Opinion and consent of Brobeck, Phleger & Harrison LLP
23.1	Consent of PricewaterhouseCoopers LLP, Independent Accountants
23.2	Consent of Ernst & Young LLP, Independent Auditors
23.3	Consent of Brobeck, Phleger & Harrison LLP is contained in Exhibit 5.1
24.0	Power of Attorney. Reference is made to page II-3 of this Registration Statement
99.1*	Endorex Corporation Amended and Restated 1995 Omnibus Incentive Plan (as of February 11, 1998)
99.2**	Form of Notice of Grant of Stock Option
99.3**	Form of Stock Option Agreement
99.4**	Form of Addendum to Stock Option Agreement (Limited Stock Appreciation Right)
99.5**	Form of Addendum to Stock Option Agreement (Involuntary Termination Following Corporate Transaction/Change in Control)
99.6**	Form of Notice of Grant of Automatic Stock Option (Initial Grant)
99.7**	Form of Notice of Grant of Automatic Stock Option (Annual Grant)
99.8**	Form of Automatic Stock Option Agreement

\* Exhibit 99.1 is incorporated by reference to Exhibit 10.6 filed with the Registrant's 10KSB/A for the fiscal year ended December 31, 2000 filed with the Commission on April 30, 2001.

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\*\*Exhibits 99.2 through 99.8 are incorporated herein by reference to the Exhibits of the same number filed with the Registrant's Registration Statement No. 333-64035 on Form S-8 which was filed with the Commission on September 23, 1998.

II-2

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Lake Forest, State of Illinois on September 12, 2001.

ENDOREX CORPORATION

By: /s/ Michael S. Rosen

-----  
Michael S. Rosen  
President, Chief Executive  
Officer and Director

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS:

That the undersigned officers and directors of Endorex Corporation, a Delaware corporation, do hereby constitute and appoint Michael S. Rosen and/or Steve J. Koulogeorge, the lawful attorneys-in-fact and agents with full power and authority to do any and all acts and things and to execute any and all instruments which said attorneys and agents determine may be necessary or advisable or required to enable said corporation to comply with the Securities Act of 1933, as amended, and any rules or regulations or requirements of the Securities and Exchange Commission in connection with this Registration Statement. Without limiting the generality of the foregoing power and authority, the powers granted include the power and authority to sign the names of the undersigned officers and directors in the capacities indicated below to this Registration Statement, to any and all amendments, both pre-effective and post-effective, and supplements to this Registration Statement, and to any and all instruments or documents filed as part of or in conjunction with this Registration Statement or amendments or supplements thereof, and the undersigned hereby ratifies and confirms that said attorneys and agents shall do or cause to be done by virtue hereof. This Power of Attorney may be signed in several counterparts.

IN WITNESS WHEREOF, each of the undersigned has executed this Power of Attorney as of the date indicated.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following

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persons in the capacities and on the dates indicated.

SIGNATURE	TITLE	DATE
----- /s/ Michael S. Rosen ----- Michael S. Rosen	----- President, Chief Executive Officer and Director (Principal Executive Officer)	----- September 1

----- /s/ Steve J. Koulogeorge ----- Steve J. Koulogeorge	----- Controller (Principal Financial and Accounting Officer)	----- September 1
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II-3

SIGNATURE	TITLE	DATE
----- ----- Richard Dunning	----- Director	----- September 1

----- /s/ Steve H. Kanzer ----- Steve H. Kanzer	----- Director	----- September 1
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----- /s/ Paul D. Rubin ----- Paul D. Rubin	----- Director	----- September 1
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----- /s/ H. Laurence Shaw ----- H. Laurence Shaw	----- Director	----- September 1
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----- /s/ Kenneth Tempero ----- Kenneth Tempero	----- Director	----- September 1
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/s/ Steven Thornton

Director

September 1

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Steven Thornton

II-4

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

EXHIBITS

TO

FORM S-8

UNDER

SECURITIES ACT OF 1933

ENDOREX CORPORATION

EXHIBIT INDEX

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