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V I TECHNOLOGIES INC
Form S-8
December 19, 2001

SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549

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

V.I. Technologies, Inc.
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of Incorporation)

11-3238476
(I.R.S. Employer Identification No.)

134 Coolidge Avenue, Watertown, Massachusetts 02472
(Address of Principal Executive Offices)

1998 DIRECTOR STOCK OPTION PLAN
(Full Title of the Plan)

John R. Barr
President and Chief Executive Officer
V.I. Technologies, Inc.
134 Coolidge Avenue
Watertown, MA
(617) 926-1551
(Name, Address and Telephone Number of Agent for Service)

with copies to:

Steven N. Farber, Esq.
Palmer & Dodge LLP
111 Huntington Avenue
Boston, Massachusetts 02199
(617) 239-0100

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered(1) (2)	Proposed maximum offering price per share(3)	Proposed maximum aggregate offering price(3)
Common Stock, \$0.01 par value	100,000 shares	\$6.86	\$686,000

(1) Pursuant to Rule 416 under the Securities Act of 1933, to the extent additional shares of our common stock may be issued or issuable as a result of a stock split or other distribution which may be declared at any time by

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the Board of Directors while this registration statement is in effect, this registration statement is hereby deemed to cover all such additional shares of common stock

- (2) This registration statement registers an additional 100,000 shares issuable under our 1998 Director Stock Option Plan. We have previously registered 150,000 shares under this Plan (File Nos. 333-87625 and 333-62925).
- (3) Estimated solely for the purpose of determining the registration fee and computed pursuant to Rules 457(c) and 457(h) based upon the average of the high and low prices on December 18, 2001 as reported by the Nasdaq National Market.

Statement Regarding Incorporation By Reference From Effective Registration Statement.

Pursuant to Instruction E to Form S-8, the contents of the Registrant's Registration Statement on Form S-8 filed with the Securities and Exchange Commission (the "Commission") on September 4, 1998 (File No. 333-62925) relating to the registration of 89,445 shares of the Registrant's common stock, \$0.01 par value per share (the "Common Stock") and the Registrant's Registration Statement on Form S-8 filed with the Commission on September 23, 1999 (File No. 333-87625) relating to the registration of 60,555 shares of the Registrant's Common Stock, authorized for issuance pursuant to the Registrant's 1998 Director Stock Option Plan (the "Plan"), are incorporated by reference in their entirety in this Registration Statement. This Registration Statement provides for the registration of an additional 100,000 shares of the Registrant's Common Stock to be issued pursuant to the Plan.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

See Exhibit Index on page 6.

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 town of Watertown, Commonwealth of Massachusetts, on December 19, 2001.

V. I. TECHNOLOGIES, INC.

By: /s/ John R. Barr

John R. Barr
President and Chief Executive Officer

POWER OF ATTORNEY

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We, the undersigned officers and directors of the Company, hereby severally constitute and appoint John R. Barr and Thomas T. Higgins, and each of them singly, our true and lawful attorneys, with full power to them in any and all capacities, to sign any amendments to this Registration Statement on Form S-8 (including pre-and post-effective amendments and registration statements filed pursuant to Rule 462(b) under the Securities Act), and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact 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 and on the dates indicated.

Signature	Title
/s/ John R. Barr ----- John R. Barr	President, Chief Executive Officer and Director (Principal Executive Officer)
/s/ Samuel K. Ackerman, M.D. ----- Samuel K. Ackerman, M.D.	Chairman of the Board of Directors
/s/ Thomas T. Higgins ----- Thomas T. Higgins	Chief Financial Officer (Principal Financial and Accounting Officer)
/s/ David Tendler ----- David Tendler	Director
/s/ Doros Platika, M.D. ----- Doros Platika, M.D.	Director

Signature	Title
/s/ Joseph M. Limber ----- Joseph M. Limber	Director
/s/ Richard A. Charpie, Ph.D. ----- Richard A. Charpie, Ph.D.	Director
/s/ Irwin Lerner ----- Irwin Lerner	Director
/s/ Jeremy Hayward-Surry ----- Jeremy Hayward-Surry	Director

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/s/ Peter D. Parker Director

Peter D. Parker

/s/ Damion E. Wicker, M.D. Director

Damion E. Wicker, M.D.

Exhibit Index

Exhibit Number	Description of Exhibit
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4.2	Certificate of Amendment of Restated Certificate of Incorporation, dated November 12, 1999, filed as Exhibit 3.2 to the Registrant's Annual Report on Form 10-K for the year ended December 30, 2000, and incorporated herein by reference.
4.3	Certificate of Amendment of Restated Certificate of Incorporation, dated May 30, 2001, filed as Exhibit 3.3 to the Registrant's Registration Statement on Form S-3 dated March 22, 2001, as amended on June 4, 2001 (Registration Statement No. 333-57418) and incorporated herein by reference.
4.4	Amended and Restated By-laws of the Company, filed as Exhibit 3.3 to the Registrant's Registration Statement on Form S-3 dated March 22, 2001, as amended on June 4, 2001 (Registration Statement No. 333-57418) and incorporated herein by reference.
5.1	Opinion of Palmer & Dodge LLP.
23.1	Consent of KPMG LLP, Independent Auditors.
23.2	Consent of Palmer & Dodge LLP. Included in Exhibit 5.1.
24	Power of Attorney. Contained on the signature page hereto.
99.1	1998 Director Stock Option Plan, as amended. Filed herewith.