

DUSA PHARMACEUTICALS INC

Form S-8 POS

January 03, 2013

As filed with the Securities and Exchange Commission on December January 3, 2013

File No. 333-92259

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

POST-EFFECTIVE AMENDMENT NO. 4
TO
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

DUSA PHARMACEUTICALS, INC.

(Exact Name of Registrant as Specified in Its Charter)

New Jersey
(State or other jurisdiction of
incorporation or organization)

22-3103129
(I.R.S. Employer

Identification No.)

25 Upton Drive

Wilmington, Massachusetts 01887

(Address of Principal Executive Offices) (Zip Code)

1991 Incentive Stock Option Plan of Deprenyl USA, Inc.

DUSA Pharmaceuticals, Inc. 1994 Restricted Stock Option Plan

DUSA Pharmaceuticals, Inc. 1996 Omnibus Plan, As Amended

Stock Option Agreements for Geoffrey Shulman

Stock Option Agreement for James P. Doherty

Stock Option Agreement for Theodore Sall

Stock Option Agreements for Richard C. Lufkin

Stock Option Agreement for Herbert F. Haberman

Stock Option Agreements for Roy H. Pottier

Stock Option Agreements for Robert L. Reid

Stock Option Agreement for Dean Van Vugt

Stock Option Agreement for Martin Barkin

Stock Option Agreements for Ronald L. Carroll

Stock Option Agreements for Scott Lundahl

Stock Option Agreements for Daniel Piaquadio

Stock Option Agreement for Allyn Golub

Stock Option Agreement for David Cohen

Class B Warrant Agreement for Geoffrey Shulman

(Full Title of the Plan)

Robert F. Doman, President and Chief Executive Officer

DUSA Pharmaceuticals, Inc.

25 Upton Drive

Wilmington, Massachusetts 01887

(978) 657-7500

(Name and Address and Telephone of Agent for Service)

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Copy to

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Bodman PLC

6th Floor at Ford Field

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Detroit, MI 48226

(313) 392-1056

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 definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐

Accelerated filer ☒

Non-accelerated filer ☐ (Do not check if a smaller reporting company)

Smaller reporting company ☐

DEREGISTRATION OF SECURITIES

DUSA Pharmaceuticals, Inc. ("DUSA") is filing this Post-Effective Amendment No. 4 to deregister unsold shares of common stock of DUSA that were registered under the Registration Statement on Form S-8 originally filed on December 7, 1999 (Registration No. 333-92259), as amended by Post Effective Amendment No. 1 filed with the SEC on September 5, 2001, Post Effective Amendment No. 2 filed with the SEC on May 19, 2004, and Post Effective Amendment No. 3 filed with the SEC on April 28, 2005 (the "Registration Statement"), for issuance pursuant to the 1991 Incentive Stock Option Plan of Deprenyl USA, Inc. (the former name of DUSA) (the "1991 Incentive Stock Option Plan"), the DUSA Pharmaceuticals, Inc. 1994 Restricted Stock Option Plan (the "1994 Restricted Stock Option Plan"), the DUSA Pharmaceuticals, Inc. 1996 Omnibus Plan, as amended (the "1996 Omnibus Plan"), Stock Option Agreements for Geoffrey Shulman, Stock Option Agreement for James P. Doherty, Stock Option Agreement for Theodore Sall, Stock Option Agreements for Richard C. Lufkin, Stock Option Agreement for Herbert F. Haberman, Stock Option Agreements for Roy H. Pottier, Stock Option Agreements for Robert L. Reid, Stock Option Agreement for Dean Van Vugt, Stock Option Agreement for Martin Barkin, Stock Option Agreements for Ronald L. Carroll, Stock Option Agreements for Scott Lundahl, Stock Option Agreements for Daniel Piaquadio, Stock Option Agreement for Allyn Golub, Stock Option Agreement for David Cohen (together, the "Stock Option Agreements"), and Class B Warrant Agreement for Geoffrey Shulman. The Registration Statement registered a total of 80,000 shares issuable pursuant to the 1991 Incentive Stock Option Plan, 65,000 shares issuable pursuant to the 1994 Restricted Stock Option Plan, 2,958,644 shares issuable pursuant to the 1996 Omnibus Plan, and 734,811 shares issuable pursuant to the Stock Option Agreements and Class B Warrant Agreement.

As of November 8, 2012, DUSA, Sun Pharmaceutical Industries Limited ("Sun Pharma") and Caraco Acquisition Corporation ("Merger Sub") entered into an Agreement and Plan of Merger (the "Merger Agreement"). As of November 16, 2012, Sun Pharma assigned its rights under the Merger Agreement to Caraco Pharmaceutical Laboratories, Ltd. ("CPL"). On December 20, 2012, pursuant to the Merger Agreement, Merger Sub merged with and into DUSA, with DUSA surviving as a wholly-owned subsidiary of CPL (the "Merger").

In connection with the Merger Agreement and the Merger, DUSA hereby removes from registration the securities of DUSA registered but unsold under the Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Company 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 Wilmington, Commonwealth of Massachusetts, on January 3, 2013.

DUSA PHARMACEUTICALS, INC.

By: /s/ Richard C. Christopher
Vice President, Finance and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities indicated on January 3, 2013:

Name and Signature:	Title:
/s/ Richard C. Christopher	Vice President, Finance and Chief Financial Officer
Richard C. Christopher	(Principal Financial and Accounting Officer)
/s/ Robert F. Doman	President and Chief Executive Officer (Principal Executive Officer)
Robert F. Doman	
/s/ GP. Singh	Director
GP. Singh	
/s/ Subramanian Kalyanasundaram	Director
Subramanian Kalyanasundaram	