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SCIOS INC  
Form S-3MEF  
May 29, 2001

As filed with the Securities and Exchange Commission on May 29, 2001  
Registration No. 333-\_\_\_\_\_

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-3

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

SCIOS INC.

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	2834 (Primary Standard Industrial Classification Code Number)	95-3701481 (I.R.S. Employer Identification Number)
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820 West Maude Avenue  
Sunnyvale, California 94085  
(408) 616-8200

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

John H. Newman  
Senior Vice President  
SCIOS INC.  
749 N. Mary Avenue  
Sunnyvale, California 94085  
(408) 616-8200

(Name, address, including zip code, and telephone number, including area code,  
of agent for service)

Copies to:

Kimberly L. Wilkinson, Esq.  
Latham & Watkins  
505 Montgomery Street, Suite 1900  
San Francisco, California 94111  
(415) 391-0600

Approximate date of commencement of proposed sale to the public:  
As soon as practicable after the Registration Statement becomes effective.

If the only securities being registered on this Form are being offered  
pursuant to dividend or interest reinvestment plans, please check the following  
box.

If any of the securities being registered on this Form are to be offered on  
a delayed or continuous basis pursuant to Rule 415 under the Securities Act of  
1933, other than securities offered only in connection with dividend or interest

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reinvestment plans, check the following box. [X]

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [X] 333-53928

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

If delivery of the Prospectus is expected to be made pursuant to Rule 434, please check the following box. [ ]

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered / (1) /	Proposed Maximum Offering Price Per Share / (1) /	Proposed Maximum Aggregate Offering Price / (2) /	Amount of Registration
Common Stock \$0.001 par value	--	--	\$24,000,000	\$6,000

- (1) An indeterminate number of shares of common stock of the registrant as may be sold from time to time is being registered hereunder. In no event will the aggregate offering price of all shares of common stock issued from time to time pursuant to this registration statement exceed \$144 million.
- (2) Estimated solely for purposes of computing the amount of the registration fee in accordance with Rule 457(o) under the Securities Act of 1933.

EXPLANATORY NOTE

This registration statement is being filed pursuant to Rule 462(b) of the Securities Act of 1933, as amended, and General Instruction IV of Form S-3. The contents of our registration statement on Form S-3 (File No. 333-53928), as amended by Amendment No. 1 thereto, are hereby incorporated by reference into this registration statement. This registration statement is filed solely to register an additional \$24,000,000 of common stock to be sold by us from time to time.

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-3 and has duly caused this Registration Statement Form S-3 to be signed on its behalf by the undersigned, thereunto duly authorized, in the Sunnyvale, County of Santa Clara, State of California, on the

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29th day of May, 2001.

SCIOS INC.

By /s/ Richard B. Brewer

-----  
 Richard B. Brewer  
 President and Chief Executive Officer  
 (Principal Executive Officer)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Richard B. Brewer, David W. Gryska and John H. Newman, or any of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, 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 all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or his substitutes or substitute, may lawfully 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 below by the following persons in the capacities and on the dates indicated.

Signature -----	Title -----	Date -----
/s/ Richard B. Brewer ----- Richard B. Brewer	President and Chief Executive Officer (Principal Executive Officer)	May 29, 2001
/s/ David W. Gryska ----- David W. Gryska	Senior Vice President, Finance and Chief Financial Officer (Principal Financial and Accounting Officer)	May 29, 2001
/s/ Donald B. Rice ----- Donald B. Rice	Chairman of the Board of Directors	May 29, 2001
/s/ Samuel H. Armacost ----- Samuel H. Armacost	Director	May 29, 2001
/s/ Randal J. Kirk ----- Randal J. Kirk	Director	May 29, 2001
/s/ Charles A. Sanders ----- Charles A. Sanders	Director	May 29, 2001

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/s/ Solomon H. Snyder	Director	May 29, 2001
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Solomon H. Snyder		
/s/ Burton E. Sobel	Director	May 29, 2001
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Burton E. Sobel		
/s/ Eugene L. Step	Director	May 29, 2001
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Eugene L. Step		

INDEX TO EXHIBITS

EXHIBIT	DESCRIPTION
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5.1	Opinion of Latham & Watkins.
23.1	Consent of Latham & Watkins (included in Exhibit 5.1 hereto).
23.2	Consent of PricewaterhouseCoopers LLP, Independent Auditors.
24.1	Power of Attorney (included in the signature page to this Registration Statement).