

DUSA PHARMACEUTICALS INC

Form S-8 POS

January 03, 2013

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

File No. 333-155431

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

POST-EFFECTIVE AMENDMENT NO. 7
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)

DUSA Pharmaceuticals, Inc. Amended and Restated 2011 Equity Compensation Plan

DUSA Pharmaceuticals, Inc. 2006 Equity Compensation Plan

DUSA Pharmaceuticals, Inc. Non-Qualified Deferred Compensation Plan

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 D. Geoffrey Shulman

Stock Option Agreement For Richard C. Lufkin

Stock Option Agreements For Scott Lundahl

Class B Warrant Agreement For D. 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)

Edgar Filing: DUSA PHARMACEUTICALS INC - Form S-8 POS

Copy to

Fred B. Green

Bodman PLC

6th Floor at Ford Field

1901 St. Antoine Street

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. 7 to deregister unsold shares of common stock of DUSA and deferred compensation obligations that were registered under the Registration Statement on Form S-8 originally filed on November 18, 2008 (Registration No. 333-155431), as amended by Amendment No. 1 filed with the SEC on August 17, 2009, Amendment No. 2 filed with the SEC on May 11, 2010, Amendment No. 3 filed with the SEC on November 5, 2010, Amendment No. 4 filed with the SEC on May 5, 2011, Amendment No. 5 filed with the SEC on March 12, 2012, and Amendment No. 6 filed with the SEC on May 8, 2012 (the

Registration Statement), for issuance pursuant to the DUSA Pharmaceuticals, Inc. Amended and Restated 2011 Equity Participation Plan (the 2011 Equity Participation Plan), the DUSA Pharmaceuticals, Inc. Amended and Restated 2006 Equity Participation Plan (the 2006 Equity Participation Plan), the DUSA Pharmaceuticals, Inc. Non-Qualified Deferred Compensation Plan (the Non-Qualified Deferred Compensation Plan), the 1991 Incentive Stock Option Plan of Deprenyl USA, Inc. (the former name of DUSA), the DUSA Pharmaceuticals, Inc. 1994 Restricted Stock Option Plan, the DUSA Pharmaceuticals, Inc. 1996 Omnibus Plan, as amended, Stock Option Agreements for Geoffrey Shulman, Stock Option Agreement for Richard C. Lufkin, Stock Option Agreements for Scott Lundahl, and Class B Warrant Agreement for Geoffrey Shulman. The Registration Statement registered a total of 927,202 shares issuable pursuant to the 2011 Equity Participation Plan and the 2006 Equity Compensation Plan and \$150,000 in deferred compensation obligations pursuant to the Non-Qualified Deferred Compensation Plan.

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	