

BENTLEY PHARMACEUTICALS INC  
Form S-8 POS  
July 15, 2005

As filed with the Securities and Exchange Commission

on July 15, 2005

Registration Nos. 333-72918  
and 333-113388

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**POST-EFFECTIVE AMENDMENT NO. 1**

**TO**

**FORM S-8**

**REGISTRATION STATEMENT UNDER**

**THE SECURITIES ACT OF 1933**

**BENTLEY PHARMACEUTICALS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**59-1513162**

(IRS Employer Identification No.)

**Bentley Park, 2 Holland Way, Exeter, New Hampshire**  
(Address of Principal Executive Offices)

**03833**  
(Zip Code)

**2001 Directors Stock Option Plan of**

**Bentley Pharmaceuticals, Inc.**

(Full title of Plan)

**JAMES R. MURPHY**

**Chairman, President and Chief Executive Officer**

**Bentley Pharmaceuticals, Inc.**

**Bentley Park, 2 Holland Way**

**Exeter, New Hampshire 03833**

(Name and address of agent for service)

**(603) 658-6100**

(Telephone number, including area code, of agent for service)

with copies to:

**NATHANIEL S. GARDINER, ESQ.**

**Palmer & Dodge LLP**

**111 Huntington Avenue**

**Boston, Massachusetts 02199**

**(617) 239-0100**

### **Deregistration of Shares**

The Bentley Pharmaceuticals, Inc. 2005 Equity and Incentive Plan (the 2005 Plan ) was approved by the Registrant's stockholders on May 24, 2005 to replace the Registrant's Amended and Restated 1991 Stock Option Plan, 2001 Employee Stock Option Plan and 2001 Directors' Stock Option Plan (collectively, the Prior Plans ). All shares available or that may become available under the Prior Plans, along with all shares that may become available under certain options currently granted outside of any plan, were transferred to the 2005 Plan. No further options will be granted under the Prior Plans, though the provisions of these plans shall continue to apply to options granted under these plans.

This Post-Effective Amendment No. 1 to Registration Statement Nos. 333-72918 and 333-113388 (together, the Registration Statements ) is being filed for the purpose of deregistering an aggregate of 207,100 shares of Common Stock previously registered that remain available for issuance under the 2001 Directors' Stock Option Plan (the Directors' Plan ). The 207,100 shares deregistered by this Post-Effective Amendment No. 1 will be registered, by a subsequently filed registration statement on Form S-8 for the 2005 Plan, and the associated registration fee paid by the Registrant to register shares issuable under the Directors' Plan on the Registration Statements will be carried forward and applied to the registration fee necessary to register shares issuable under the 2005 Plan. There remain 745,000 shares subject to outstanding options previously granted under the Directors' Plan, and the Registration Statements will remain in effect to cover the potential exercise of such outstanding options.

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 Post-Effective Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Exeter, New Hampshire, on the 15th day of July, 2005.

BENTLEY PHARMACEUTICALS, INC.

By: /s/ James R. Murphy  
James R. Murphy  
Chairman, President and  
Chief Executive Officer

POWER OF ATTORNEY

We, the undersigned officers and directors of Bentley Pharmaceuticals, Inc., hereby severally constitute and appoint James R. Murphy and Michael D. Price and each of them singly, our true and lawful attorneys-in-fact, with full power to them in any and all capacities, to sign any amendments to the registration statement on Form S-8 (including any post-effective amendments thereto), 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 Post-Effective Amendment to the Registration Statement has been signed by the following persons in the capacities and on the date indicated.

| <b>Signature</b>                         | <b>Title</b>   | <b>Date</b>   |
|--|--|---------------|
| /s/ James R. Murphy<br>James R. Murphy   | Chairman, President, Chief Executive Officer,<br>and Director (principal executive officer)                            | July 15, 2005 |
| /s/ Michael D. Price<br>Michael D. Price | Vice President, Chief Financial Officer,<br>Treasurer and Secretary (principal financial<br>and<br>accounting officer) | July 15, 2005 |

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| <b>Signature</b>                             | <b>Title</b> | <b>Date</b>   |
|--|--------------|---------------|
| /s/ Michael McGovern<br>Michael McGovern     | Director     | July 15, 2005 |
| /s/ Miguel Fernandez<br>Miguel Fernandez     | Director     | July 15, 2005 |
| /s/ John W. Spiegel<br>John W. Spiegel       | Director     | July 15, 2005 |
| /s/ F. Ross Johnson<br>F. Ross Johnson       | Director     | July 15, 2005 |
| /s/ Edward J. Robinson<br>Edward J. Robinson | Director     | July 15, 2005 |