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BIOPHAN TECHNOLOGIES INC

Form S-8

September 17, 2004

As filed with the Securities and Exchange Commission on September 16, 2004
 Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

Form S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

BIOPHAN TECHNOLOGIES, INC.
 (exact name of registrant as specified in its charter)

NEVADA
 (State or other jurisdiction
 of incorporation or organization)

82-0507874
 (I.R.S. Employer
 Identification No.)

150 Lucius Gordon Drive, Suite 215
 West Henrietta, New York
 (Address of Principal Executive Offices)

14586
 (Zip Code)

BIOPHAN TECHNOLOGIES, INC. 2001 STOCK OPTION PLAN
 (Full title of the Plan)

Michael L. Weiner
 Chief Executive Officer
 150 Lucius Gordon Drive, Suite 215
 West Henrietta, New York 14586
 (585) 214-2441
 (Name, address, including zip code, and telephone
 number, including area code, of agent for service)

Copy to:
 Melissa Mahler, Esq.
 Nixon Peabody LLP
 P.O. Box 31051
 Rochester, New York 14603-1051
 (585) 263-1000

 CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered(1)	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
-----	-----	-----	-----	-----
Common Stock	245,000	\$1.00	\$ 245,000	
Common Stock	3,010,000	.97	2,919,700	
Common Stock	150,000	.76	114,000	
Common Stock	375,000	.67	251,250	
Common Stock	1,379,993	.50	689,997	
Common Stock	600,000	.43	258,000	
Common Stock	55,000	.35	19,250	
Common Stock	70,000	.32	22,400	
Common Stock	80,000	.30	24,000	
Common Stock	1,190,000	.18	214,200	

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Common Stock	250,000	.10	25,000	
Common Stock	295,007	.73 (3)	215,355	
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Total	7,700,000		\$4,998,152	\$633.27

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- (1) Pursuant to Rule 416(b) under the Securities Act of 1933, this registration statement covers such additional shares of Common Stock as may be issuable pursuant to anti-dilution provisions of the Plan.
 - (2) Inserted solely for the purpose of calculating the registration fee pursuant to Rule 457(h)(1).
 - (3) As instructed by Rule 457(h)(1) and estimated in accordance with Rule 457(c), based upon the average of the high and low prices for the registrant's Common Stock on the OTC Bulletin Board reported as of September 15, 2004.

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Explanatory Note

Biophan Technologies, Inc. (the "Company") filed a Registration Statement on Form S-8 on August 18, 2003 (Reg. No. 333-108058) and a Registration Statement on Form S-8 on September 26, 2003 (Reg. No. 333-109160) (together, the "Prior Registration Statements") relating to the registration of shares of the Company's Common Stock which may be acquired pursuant to the Company's 2001 Stock Option Plan.

Pursuant to General Instruction E of Form S-8, this Registration Statement on Form S-8 (the "Registration Statement") registers an additional 7,700,000 shares of the Company's Common Stock which may be acquired pursuant to the Company's 2001 Stock Option Plan.

The contents of the Prior Registration Statements are hereby incorporated herein by reference.

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Exhibit No.	Description	Location
-----	-----	-----
4.1	Biophan Technologies, Inc. 2001 Stock Option Plan, as amended	Filed Herewith
5.1	Legal Opinion of Nixon Peabody LLP	Filed Herewith
23.1	Consent of Nixon Peabody LLP	Contained in opinion filed as Exhibit 5-1 to this Registration Statement
23.2	Consent of Goldstein Golub Kessler LLP	Filed Herewith

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SIGNATURES

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Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all 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 Rochester, State of New York, on the 15th day of September, 2004.

BIOPHAN TECHNOLOGIES, INC.

By: /s/ Michael L. Weiner

Michael L. Weiner
Chief Executive Officer

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Michael L. Weiner and Robert J. Wood, and each or either of them, his true and lawful attorneys-in-fact, 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 attorneys-in-fact, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, 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 or his substitute or substitutes, 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 by the following persons in the capacities and on the dates indicated.

/s/ Michael L. Weiner President, Chief Executive Officer September 15, 2004

and Director (Principal
Michael L. Weiner Executive Officer)

/s/ Robert J. Wood Vice President, Treasurer and September 16, 2004

Chief Financial Officer
Robert J. Wood (Principal Financial and
Accounting Officer)

/s/ Guenter H. Jaensch Director September 3, 2004

Guenter H. Jaensch

/s/ Ross B. Kenzie Director September 8, 2004

Ross B. Kenzie

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/s/ Steven Katz Director September 8, 2004

Steven Katz

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/s/ Robert S. Bramson Director

September 2, 2004

Robert S. Bramson

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EXHIBIT INDEX

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