

SIPEX CORP
Form S-8 POS
August 27, 2007

As filed with the Securities and Exchange Commission on August 27, 2007

Post-Effective Amendment No. 1 to Registration Statement on Form S-8 (No. 333-06123)

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

Sipex Corporation

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

233 South Hillview Drive

Milpitas, California 95935

(Address, Including Zip Code, of Principal Executive Offices)

04-6135748
(I.R.S. Employer
Identification No.)

1988 Non-Statutory Stock Option Plan

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1991 Non-Statutory Stock Option Plan

1993 Stock Option and Incentive Plan

1994 Stock Option and Incentive Plan

1996 Incentive Stock Option Plan

1996 Non-Employee Director Stock Option Plan

1996 Employee Stock Purchase Plan

(Full title of the plans)

General Counsel

Sipex Corporation

233 South Hillview Drive

Milpitas, California 95935

(408) 934-7500

(Name, Address and Telephone Number, Including Area Code, of Agent For Service)

COPY TO:

Thomas R. Melendrez

Exar Corporation

48720 Kato Road

Fremont, California 94538

(510) 668-7000

and

Warren Lazarow, Esq.

Steve Sonne, Esq.

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2765 Sand Hill Road

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RECENT EVENTS: DEREGISTRATION

The Registration Statement on Form S-8 (Registration No. 333-06123) (the Registration Statement) of Sipex Corporation, a Delaware corporation (Sipex), pertaining to the registration of 1,748,317 shares of common stock of Sipex, par value \$0.01 per share (the Sipex Common Stock), to which this Post-Effective Amendment No. 1 relates, was filed with the Securities and Exchange Commission on June 17, 1996.

Exar Corporation, a Delaware corporation (Exar), Side Acquisition Corp., a Delaware corporation and wholly-owned subsidiary of Exar (Merger Sub), and Sipex entered into an Agreement and Plan of Merger dated as of May 7, 2007 (the Merger Agreement), pursuant to which, among other things, Merger Sub would be merged with and into Sipex, Sipex would become a wholly-owned subsidiary of Exar, and all outstanding shares of Sipex Common Stock would be converted into the right to receive 0.6679 of a share of Exar common stock (these actions are collectively referred to as the Merger).

On August 23, 2007, Sipex held a special meeting of stockholders at which the Sipex stockholders adopted the Merger Agreement. The Merger became effective following the filing of a Certificate of Merger with the Secretary of State of the State of Delaware on August 25, 2007 (the Effective Time).

As a result of the Merger, Sipex has terminated all offerings of Sipex Common Stock pursuant to its existing registration statements, including the Registration Statement. In accordance with an undertaking made by Sipex in the Registration Statement to remove from registration, by means of a post-effective amendment, any shares of Sipex Common Stock which remain unsold at the termination of the offering, Sipex hereby removes from registration all shares of Sipex Common Stock registered under the Registration Statement which remain unsold as of the Effective Time.

SIGNATURES

Pursuant to the requirements of the Securities Act, 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 be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fremont, State of California, on August 27, 2007.

SIPEX CORPORATION

By: /s/ Ralph Schmitt
Name: Ralph Schmitt
Title: President and Chief Executive Officer

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.

Signature	Title	Date
/s/ Ralph Schmitt Ralph Schmitt	Director, President and Chief Executive Officer (Principal Executive Officer)	August 27, 2007
/s/ J. Scott Kamsler J. Scott Kamsler	Director, Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)	August 27, 2007