

LA JOLLA PHARMACEUTICAL CO

Form S-8

June 06, 2002

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As filed with the Securities and Exchange Commission on June 6, 2002. Registration No. 333-\_\_\_\_\_

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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**FORM S-8**  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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**LA JOLLA PHARMACEUTICAL COMPANY**  
(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction of Incorporation or Organization)

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**33-0361285**  
(I.R.S. Employer Identification No.)

**6455 Nancy Ridge Drive**  
**San Diego, California 92121**  
**(858) 452-6600**  
(Address, including Zip Code, and Telephone Number,  
including Area Code, of Registrant's Principal Executive Offices)

**LA JOLLA PHARMACEUTICAL COMPANY 1994 STOCK INCENTIVE PLAN**  
**LA JOLLA PHARMACEUTICAL COMPANY 1995 EMPLOYEE STOCK**  
**PURCHASE PLAN**  
(Full Title of Plan)

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Steven B. Engle  
La Jolla Pharmaceutical Company  
6455 Nancy Ridge Drive  
San Diego, California 92121  
(858) 452-6600  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

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Copy to:  
Mark W. Shurtleff, Esq.  
Gibson, Dunn & Crutcher LLP  
4 Park Plaza, Suite 1700  
Irvine, California 92614  
(949) 451-3800

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| <b>TITLE OF SECURITIES<br/>TO BE REGISTERED</b> | <b>AMOUNT TO BE<br/>REGISTERED(1)</b> | <b>PROPOSED<br/>MAXIMUM<br/>OFFERING<br/>PRICE<br/>PER SHARE(2)</b> | <b>PROPOSED<br/>MAXIMUM<br/>AGGREGATE<br/>OFFERING<br/>PRICE(2)</b> | <b>AMOUNT OF<br/>REGISTRATION<br/>FEE</b> |
|---|---------------------------------------|---|---|---|
| Common Stock, par value \$0.01 per share        | 2,100,000(3)(4)                       | \$5.33  | \$11,193,000  | \$1,030                                   |

(1) Each share of common stock includes a right to purchase one one-thousandth of a share of Series A Junior Participating Preferred Stock pursuant to the Rights Agreement between the Registrant and American Stock Transfer & Trust Company, as Rights Agent, as amended. Pursuant to Rule 416(a), this Registration Statement also covers shares of common stock issued pursuant to antidilution provisions set forth in the La Jolla Pharmaceutical Company 1994 Stock Incentive Plan and the La Jolla Pharmaceutical Company 1995 Employee Stock Purchase Plan.

(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) and based on the average of the high and the low price of the common stock of the Registrant as reported on May 30, 2002 on the Nasdaq National Market System.(3) Represents a 1,900,000 share increase in the number of shares authorized for issuance under the La Jolla Pharmaceutical Company 1994 Stock Incentive Plan. 7,100,000 shares of our common stock are issuable under the 1994 Stock Incentive Plan. In addition to the shares of common stock

registered hereby, 750,000 shares of our common stock issuable under the 1994 Stock Incentive Plan were previously registered under the Registration Statement on Form S-8 (Registration No. 33-82664) as filed with the Securities and Exchange Commission on August 11, 1994; 500,000 shares of our common stock issuable under the 1994 Stock Incentive Plan were previously registered under the Registration Statement on Form S-8 (Registration No. 333-14285) as filed with the Securities and Exchange Commission on October 17, 1996; 500,000 shares of our common stock issuable under the 1994 Stock Incentive Plan were previously registered under the Registration Statement on Form S-8 (Registration No. 333-29575) as filed with the Securities and Exchange Commission on June 19, 1997; 750,000 shares of our common stock issuable under the 1994 Stock Incentive Plan were previously

registered under the Registration Statement on Form S-8 (Registration No. 333-91593) as filed with the Securities and Exchange Commission on November 24, 1999; 1,000,000 shares of our common stock issuable under the 1994 Stock Incentive Plan were previously registered under the Registration Statement on Form S-8 (Registration No. 333-45080) as filed with the Securities and Exchange Commission on September 1, 2000; and 1,700,000 shares of our common stock issuable under the 1994 Stock Incentive Plan were previously registered under the Registration Statement on Form S-8 (Registration No. 333-69104) as filed with the Securities and Exchange Commission on September 7, 2001.(4) Represents a 200,000 share increase in the number of shares authorized for issuance under the La Jolla Pharmaceutical Company 1995 Employee Stock Purchase Plan. 1,000,000 shares of our common

stock are  
issuable under  
the 1995  
Employee Stock  
Purchase Plan.  
In addition to  
the shares of  
common stock  
registered  
hereby, 300,000  
shares of our  
common stock  
issuable under  
the 1995  
Employee Stock  
Purchase Plan  
were previously  
registered under  
the Registration  
Statement on  
Form S-8  
(Registration  
No. 33-94830)  
as filed with the  
Securities and  
Exchange  
Commission on  
July 21, 1995;  
200,000 shares  
of our common  
stock issuable  
under the 1995  
Employee Stock  
Purchase Plan  
were previously  
registered under  
the Registration  
Statement on  
Form S-8  
(Registration  
No. 333-45080)  
as filed with the  
Securities and  
Exchange  
Commission on  
September 1,  
2000; and  
300,000 shares  
of our common  
stock issuable  
under the 1995  
Employee Stock  
Purchase Plan  
were previously  
registered under  
the Registration  
Statement on  
Form S-8  
(Registration  
No. 333-69104)  
as filed with the  
Securities and

Exchange  
Commission on  
September 7,  
2001.

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**INTRODUCTION**

We are filing this Registration Statement on Form S-8 to register an additional 1,900,000 shares of our common stock that we may issue under our 1994 Stock Incentive Plan and an additional 200,000 shares of our common stock that we may issue under our 1995 Employee Stock Purchase Plan. We have included in this Registration Statement only those items required by General Instruction E to Form S-8.

**PART I  
INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

Information required by Part I of Form S-8 to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act of 1933, as amended, and the Note to Part I of Form S-8.

**PART II  
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

In accordance with General Instruction E to Form S-8, the contents of our Registration Statement on Form S-8 (Registration No. 33-82664) previously filed by us with the Securities and Exchange Commission on August 11, 1994 relating to the 1994 Stock Incentive Plan, and the contents of our Registration Statement on Form S-8 (Registration No. 33-94830) previously filed by us with the Securities and Exchange Commission on July 21, 1995 relating to the 1995 Employee Stock Purchase Plan, are incorporated herein by reference and made a part hereof. In addition, the contents of our Registration Statement on Form S-8 (Registration No. 333-69104) previously filed by us with the Securities and Exchange Commission on September 7, 2001, which Registration Statement contains updated information under the heading Indemnification of Officers and Directors and Undertakings, is incorporated herein by reference and made a part hereof.

**Item 8. Exhibits.**

Pursuant to General Instruction E, only those opinions and consents required by Item 8 are provided. They are as follows:

| <u>Exhibit<br/>Number</u> | <u>Description</u>   |
|---------------------------|--|
| 5.1                       | Opinion of Gibson, Dunn & Crutcher LLP                                   |
| 23.1                      | Consent of Ernst & Young LLP, independent auditors                       |
| 23.2                      | Consent of Gibson, Dunn & Crutcher LLP (contained in Exhibit 5.1 hereto) |
| 24.1                      | Power of Attorney (contained on signature page hereto)                   |

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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 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 San Diego, State of California, on June 6, 2002.

**LA JOLLA PHARMACEUTICAL COMPANY**

By: /s/ Steven B. Engle

\_\_\_\_\_  
 Steven B. Engle  
 Chairman and Chief Executive Officer

**POWER OF ATTORNEY**

Each person whose signature appears below constitutes and appoints Steven B. Engle and Gail A. Sloan his or her true and lawful attorneys-in-fact and agents, each acting alone, with full powers of substitution and resubstitution, for him or her and in his or her 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 and agents, each acting alone, 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 full to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, each acting alone, 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 below by the following persons in the capacities indicated below and on the date indicated.

| <b>Signature</b>  | <b>Title</b>   | <b>Date</b>  |
|---|--|--------------|
| /s/ Steven B. Engle<br>_____<br>Steven B. Engle                 | Chairman and Chief Executive Officer<br>(Principal Executive Officer)    | June 6, 2002 |
| /s/ Gail A. Sloan<br>_____<br>Gail A. Sloan                     | Secretary and Controller<br>(Principal Financial and Accounting Officer) | June 6, 2002 |
| /s/ Thomas H. Adams, Ph.D.<br>_____<br>Thomas H. Adams, Ph.D.   | Director   | June 6, 2002 |
| /s/ William E. Engbers<br>_____<br>William E. Engbers           | Director   | June 6, 2002 |
| /s/ Robert A. Fildes, Ph.D.<br>_____<br>Robert A. Fildes, Ph.D. | Director   | June 6, 2002 |
| /s/ Stephen M. Martin<br>_____<br>Stephen M. Martin             | Director   | June 6, 2002 |

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Stephen M. Martin

Director

June 6, 2002

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William R. Ringo

/s/ W. Leigh Thompson, M.D., Ph.D.

Director

June 6, 2002

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W. Leigh Thompson, M.D., Ph.D.

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