

THERMOGENESIS CORP  
Form S-8  
February 11, 2005

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

ThermoGenesis Corp.  
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(Exact name of registrant as specified in its charter)

Delaware  
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(State or other jurisdiction of  
incorporation or organization)

94-3018487  
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(I.R.S. Employer  
Identification No.)

2711 Citrus Road, Rancho Cordova, CA 95742  
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(Address of Principal Executive Offices) (Zip Code)

Amended 2002 Independent Directors Equity Incentive Plan  
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(Full title of the plan)

Philip H. Coelho, CEO  
ThermoGenesis Corp.  
2711 Citrus Road  
Rancho Cordova, CA 95742  
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(Name and address of agent for service)

(916) 858-5100  
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(Telephone number, including area code, of agent for service)

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CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price
Common Stock underlying Amended 2002 Independent Directors Equity Incentive Plan reserved for future issuance	100,000	\$5.56	\$556,000
Total			

- (1) Calculated in accordance with Rule 457(c) of the Securities Act of 1933, as amended ("Securities Act"). Estimated for the sole purpose of calculating the registration fee and based upon the average of the high and low price per share of the common stock of the Company on February 9, 2005, as reported on the Nasdaq SmallCap Market.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Securities and Exchange Commission rules and regulations allow us to "incorporate by reference" the information that we file with the Securities and Exchange Commission. This means that we can disclose additional important information to you by referring to those documents. The information incorporated by reference is an important part of this Prospectus, and information that we file in the future with the Securities and Exchange Commission will automatically update and supersede this information. We have filed the following documents with the Securities and Exchange Commission and the information contained in those documents is incorporated by reference into this registration statement:

- (1) Registrant's Annual Report on Form 10-K for the fiscal year ended June 30, 2004;
- (2) Registrant's Quarterly Reports on Form 10-Q for the quarters ended September 30, 2004 and December 31, 2004;
- (3) Registrant's Proxy Statement for the Annual Meeting held on December 13, 2004;

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- (4) Registrant's Current Reports on Form 8-K filed on November 10, 2004, November 30, 2004, December 15, 2004 and February 9, 2005; and
- (5) The Description of Securities in Item 1 of the Registration Statement on Form 8A for registration of the Registrant's common stock pursuant to Section 12(g) of the Exchange Act.

### Item 4. Description of Securities.

The Registrant's common stock to be offered under this registration statement is registered under Section 12 of the Exchange Act.

### Item 5. Interests of Named Experts and Counsel.

The legality of the shares of common stock offered hereby will be passed upon for the Company by Bartel Eng & Schroder, Sacramento, California.

### Item 6. Indemnification of Directors and Officers.

The Company is incorporated in Delaware. Under Section 145 of the General Corporation Law of the State of Delaware, a Delaware corporation has the power to indemnify its directors, officers, employees and agents from expenses (including attorney's fees), judgments, fines, and amounts paid in settlement

actually and reasonably incurred in connection with a threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, in which such person is involved by reason of the fact such person were or are directors, officers, employees or agents of the Company, provided that such person acted in good faith and in a manner that such person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, such person had no reasonable cause to believe his or her conduct was unlawful. Such person may not be indemnified if the person has been adjudged liable to the corporation in the performance of such person's duties to the corporation, unless the Court of Chancery or the court in which such action or suit was brought determines that, in view of the circumstances of the case, such person is fairly and reasonably entitled to indemnity. To the extent that such person has been successful on the merits or otherwise in defense of any proceeding, the General Corporate Law of the State of Delaware provides that such person shall be indemnified against expenses (including attorney's fees) reasonably and actually incurred. The Certificate of Incorporation and the By-laws of the Company provide for indemnification of directors and officers to the fullest extent permitted by the General Corporation Law of the State of Delaware.

The General Corporation Law of the State of Delaware provides that a certificate of incorporation may contain a provision eliminating the personal liability of a director to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director provided that such provision shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for unlawful payment of dividends or stock redemption, or (iv) for any transaction from which the director derived an improper personal benefit. The Company's Certificate of Incorporation contains such a provision.

### Item 7. Exemption from Registration Claimed.

Not applicable.

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Item 8. Exhibits.

Exhibit Number	Description of Exhibit
4.1	Amended 2002 Independent Directors Equity Incentive Plan(1)
5.1	Opinion of Bartel Eng & Schroder dated February 11, 2005
23.1	Consent of Bartel Eng & Schroder (contained in Exhibit 5.1)
23.2	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm

(1) Incorporated by reference to the Company's current report on Form 8-K filed on December 15, 2004 (File No. 33-82900).

Item 9. Undertakings.

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

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(h) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers, and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer, or controlling person of the registrant in the successful defense of any action, suit, or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter

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has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question of whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

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 Rancho Cordova, State of California.

THERMOGENESIS CORP.,  
a Delaware corporation

Dated: February 11, 2005  
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By: /s/ Philip H. Coelho  
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Philip H. Coelho,  
Chief Executive Officer and  
Chairman of the Board  
(Principal 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 date indicated.

Dated: February 11, 2005  
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By: /s/ Philip H. Coelho  
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Philip H. Coelho,  
Chief Executive Officer and  
Chairman of the Board  
(Principal Executive Officer)

Dated: February 3, 2005  
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By: /s/ George Barry  
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George Barry,  
Director

Dated: February 11, 2005  
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By: /s/ Hubert Huckel  
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Dr. Hubert Huckel  
Director

Dated: February 11, 2005  
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By: /s/ Patrick McEnany  
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Patrick McEnany,  
Director

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Dated: February 11, 2005

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By: /s/ Kevin Simpson

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Kevin Simpson,  
President, Chief Operating  
Officer and Director

Dated: February 11, 2005

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By: /s/ Renee Ruecker

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Renee Ruecker,  
Chief Financial Officer  
(Principal Accounting Officer)