

PALATIN TECHNOLOGIES INC  
Form S-8  
February 07, 2008

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**FORM S-8**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

**PALATIN TECHNOLOGIES, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**95-4078884**

(I.R.S. Employer Identification No.)

**4C Cedar Brook Drive**

**Cranbury, New Jersey**

(Address of Principal Executive Offices)

**08512**

(Zip Code)

**Palatin Technologies, Inc. 2005 Stock Plan**

(Full title of the plan)

**Stephen T. Wills, Chief Financial Officer**

**4C Cedar Brook Drive**

**Cranbury, New Jersey 08512**

(Name and address of agent for service)

**(609) 495-2200**

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

Please send copies of all communications to:

Brian F. Lanter, Attorney at Law, P.C.

117 Bryn Mawr Dr. SE, Suite 104

Albuquerque, NM 87106

(505) 314-1265

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

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**Calculation of Registration Fee**

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share (1)	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock	5,000,000	\$0.27	\$1,350,000	\$53.05

## NOTE TO FEE TABLE:

- (1) The proposed maximum offering price per share was calculated pursuant to Rules 457(h) and 457(c) under the Securities Act of 1933, based on the average of the high and low prices of the registrant's common stock reported on AMEX on February 4, 2008.
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**Explanatory Note and Incorporation by Reference.** We filed this registration statement pursuant to General Instruction E to Form S-8, in order to register 5,000,000 additional shares of our common stock available for issuance under our 2005 Stock Plan. The contents of our earlier registration statement on Form S-8, file number 333-128854, are incorporated by reference into this registration statement.

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**PART II.**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.** The following documents are incorporated by reference in this registration statement:

annual report on Form 10-K for the year ended June 30, 2007, filed on September 13, 2007

quarterly report on Form 10-Q for the quarter ended September 30, 2007, filed on November 8, 2007

current report on Form 8-K dated August 30, 2007, filed on August 30, 2007

current report on Form 8-K dated September 6, 2007, filed on September 12, 2007

current report on Form 8-K dated September 10, 2007, filed on September 11, 2007

current report on Form 8-K dated September 25, 2007, filed on September 27, 2007

current report on Form 8-K dated December 14, 2007, filed on December 17, 2007

current report on Form 8-K dated December 20, 2007, filed on December 27, 2007

current report on Form 8-K dated January 22, 2008, filed on January 23, 2008

the description of our common stock contained in our registration statement on Form 8-A filed on December 13, 1999

All documents subsequently filed by the registrant pursuant to Sections 13(a), 13(c), 14, and 15(d) of the Securities Exchange Act of 1934, prior to the filing of a post-effective amendment which indicates that all shares of common stock offered hereby have been sold or which deregisters all shares of common stock then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be part thereof from the date of filing of such documents.

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**Item 8. Exhibits.**

<u>No.</u>	<u>Description</u>
4	<u>2005 Stock Plan, as amended.*</u>
5	<u>Opinion of Brian F. Lanter, Attorney at Law, P.C., counsel to the registrant, re legality.*</u>
23.1	<u>Consent of Brian F. Lanter, Attorney at Law, P.C., included in Exhibit 5*</u>
23.2	<u>Consent of KPMG LLP.*</u>
24	<u>Power of attorney, included in the signature page of this registration statement.*</u>

\*Filed with this registration statement.

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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 Cranbury, State of New Jersey, on February 6, 2008.

PALATIN TECHNOLOGIES, INC.

By: /s/ STEPHEN T. WILLS

Stephen T. Wills

Executive Vice President - Operations and Chief Financial Officer

**POWER OF ATTORNEY**

We, the undersigned officers and directors of Palatin Technologies, Inc., severally constitute Carl Spana and Stephen T. Wills, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the registration statement on Form S-8 filed herewith and any and all subsequent amendments to said registration statement, and generally to do all such things in our names and behalf in our capacities as officers and directors to enable Palatin Technologies, Inc. to comply with all requirements of the Securities and Exchange Commission.

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.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ CARL SPANA Carl Spana	President, Chief Executive Officer and Director (principal executive officer)	February 6, 2008
/s/ STEPHEN T. WILLS Stephen T. Wills	Executive Vice President - Operations and Chief Financial Officer (principal financial and accounting officer)	February 6, 2008
/s/ JOHN K.A. PRENDERGAST John K.A. Prendergast	Chairman and Director	February 6, 2008
/s/ PERRY B. MOLINOFF Perry B. Molinoff	Director	February 6, 2008



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/s/ ROBERT K. DEVEER, JR. Robert K. deVeer, Jr.	Director	February 6, 2008
/s/ ZOLA P. HOROVITZ Zola P. Horovitz	Director	February 6, 2008
/s/ ROBERT I. TABER Robert I. Taber	Director	February 6, 2008
/s/ ERROL DE SOUZA Errol De Souza	Director	February 6, 2008
/s/ J. STANLEY HULL J. Stanley Hull	Director	February 6, 2008

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