

INVITROGEN CORP  
Form S-8 POS  
May 13, 2004

Registration No. 333-108291

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**POST-EFFECTIVE AMENDMENT NO. 1 TO  
FORM S-8  
REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

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**INVITROGEN CORPORATION**

(Exact name of registrant as specified in its charter)

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**DELAWARE**  
(State or other jurisdiction of  
incorporation or organization)

**33-0373077**  
(I.R.S. employer  
identification no.)

**1600 FARADAY AVENUE  
CARLSBAD, CALIFORNIA 92008**

**760-603-7200**

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(Address of principal executive offices)

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**INVITROGEN CORPORATION**

**2001 STOCK INCENTIVE PLAN**

**2002 STOCK INCENTIVE PLAN**

(Full title of the plan)

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**C. ERIC WINZER**

**CHIEF FINANCIAL OFFICER**

**INVITROGEN CORPORATION**

**1600 FARADAY AVENUE**

**CARLSBAD, CALIFORNIA 92008**

**760-603-7200**

(Name and address of agent for service)

DEREGISTRATION OF SHARES

Effective as of April 29, 2004, the Registrant adopted the Invitrogen Corporation 2004 Equity Incentive Plan (the "Equity Plan"), which is intended to replace its 1997 Stock Option Plan, 2000 Nonstatutory Stock Option Plan, 2001 Stock Incentive Plan (formerly the Molecular Probes, Inc. 2001 Stock Incentive Plan) and the 2002 Stock Incentive Plan (formerly the Molecular Probes, Inc. 2002 Stock Incentive Plan) (collectively the "Prior Plans"). Accordingly, no future option grants will be made pursuant to the Prior Plans. This Post-Effective Amendment No. 1 to the Registrant's Registration Statement on Form S-8 listed below (the "Registration Statement") is filed to deregister 1,000,000 shares previously registered that remain available for future grant under the Registrant's 2001 Stock Incentive Plan (formerly the Molecular Probes, Inc. 2001 Stock Incentive Plan) and 2002 Stock Incentive Plan (formerly the Molecular Probes, Inc. 2002 Stock Incentive Plan) (collectively the "Incentive Plans"). The 1,000,000 shares deregistered by this Post-Effective Amendment No. 1 will be registered, by a subsequently filed registration statement on Form S-8 for the Equity Plan, and the associated registration fee paid by the Registrant to register shares issuable under its Incentive Plans on the Registration Statement will be carried forward and applied to the registration fee necessary to register shares issuable under the Registrant's Equity Plan. Please note, however, that shares remain subject to outstanding options previously granted under the Registrant's Incentive Plans and consequently, the Registration Statement will remain in effect to cover the potential exercise of such outstanding options.

1. Registration Statement No. 333-108291 filed August 28, 2003.

SIGNATURE

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 No. 1 to the Registration Statements to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Carlsbad, State of California, on the May 10, 2004.

Invitrogen Corporation

By: /s/ C. Eric Winzer

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C. Eric Winzer, Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Registration Statements has been signed by the following persons in the capacities indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
/s/ Gregory T. Lucier _____ Gregory T. Lucier	President, Chief Executive Officer and Chairman of the Board of Directors  (Principal Executive Officer)	<u>May 10, 2004</u>
/s/ C. Eric Winzer _____ C. Eric Winzer	Chief Financial Officer  (Principal Financial Officer)	<u>May 10, 2004</u>
/s/ John M. Radak _____ John M. Radak	Vice President, Finance  (Principal Accounting Officer)	<u>May 10, 2004</u>

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<u>/s/ Bradley G. Lorimier</u> Bradley G. Lorimier	Director	<u>May 10, 2004</u>
<u>/s/ Raymond V. Dittamore</u> Raymond V. Dittamore	Director	<u>May 10, 2004</u>
<u>/s/ James R. Glynn</u> James R. Glynn	Director	<u>May 10, 2004</u>
<u>/s/ Donald W. Grimm</u> Donald W. Grimm	Director	<u>May 11, 2004</u>
<u>/s/ Balakrishnan S. Iyer</u> Balakrishnan S. Iyer	Director	<u>May 10, 2004</u>
<u>/s/ Jay M. Short, Ph. D</u> Jay M. Short, Ph. D	Director	<u>May 12, 2004</u>
<u>/s/ David C. U Prichard, Ph. D.</u> David C. U Prichard, Ph. D.	Director	<u>May 10, 2004</u>