

VIACELL INC  
Form S-8 POS  
November 14, 2007

Registration No. 333-122667

# 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**

**VIACELL, INC.**

(Exact name of issuer as specified in its charter)

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

**04-3244816**  
(I.R.S. Employer Identification No.)

**245 First Street**  
**Cambridge, Massachusetts 02142**  
**617-914-3400**

(Address of principal executive offices)

**Options Issued to Former Employees of Cerebrotec, Inc. and its Subsidiaries  
in Connection with the Acquisition of Cerebrotec, Inc.**

**Amended and Restated 1998 Equity Incentive Plan**

(Full title of the plans)

**c/o Katherine A. O Hara**

**Senior Vice President, General Counsel & Secretary**

**PerkinElmer, Inc.**

**940 Winter Street 02451**

**Waltham, Massachusetts**

(Name and address of agent for service)

**(781) 663-6900**

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

*Copy to:*

**Hal J. Leibowitz**

**Wilmer Cutler Pickering Hale and Dorr LLP**

**60 State Street**

**Boston, Massachusetts 02109**

**(617) 526-6000**

As a result of the merger of Victor Acquisition Corp., a Delaware corporation, with and into ViaCell, Inc. (the Registrant ), the Registrant became an indirect wholly-owned subsidiary of PerkinElmer, Inc., a Massachusetts corporation. The Amended and Restated 1998 Equity Incentive Plan (the Plan ) and the options issued to former employees of Cerebrotec, Inc. and its subsidiaries in connection with the acquisition of Cerebrotec, Inc. were terminated. Accordingly, this Post-Effective Amendment No. 1 to the Registration Statement is being filed to deregister the remaining shares of the Registrant s Common Stock that were available for issuance under the Plan and the options issued to former employees of Cerebrotec, Inc. and its subsidiaries in connection with the acquisition of Cerebrotec, Inc.

Pursuant to the power conferred on the Registrant in accordance with the provisions of Rule 478 under the Securities Act of 1933, as amended, the Registrant is filing this Post-Effective Amendment No. 1 to the Registration Statement to reduce the amount of securities registered, pursuant to its undertaking contained in paragraph (a)(3) of item 9 of the Registration Statement, as initially filed.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Waltham, Massachusetts, on this 14<sup>th</sup> day of November, 2007.

VIACELL, INC.

By: /s/ John F. Thero

Name: John F. Thero

Title: Chief Financial Officer