SCIOS INC
Form 10-Q/A
January 09, 2003

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

FORM 10-Q/A
(Amendment No. 1)

(Mark One)

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended June 30, 2002

OR

¨ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____

Commission file number: 0-11749

Scios Inc.
(Exact name of Registrant as specified in its charter)

Delaware	**95-3701481**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**

Scios Inc.
820 W. Maude Ave.
Sunnyvale, CA 94085
(Address of principal executive offices) (Zip code)

(408) 616-8200
(Registrant s telephone number including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No ¨

Number of shares outstanding of the issuer s common stock, par value $.001 per share, as of August 2, 2002: 46,622,390.

EXPLANATORY NOTE

This Amendment No. 1 to our Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2002 is being filed solely to file a revised Exhibit 10.54.

Item 6. Exhibits and reports on Form 8-K

(a) Exhibits

4.3	For a discussion of certain registration rights in favor of PharmaBio, an affiliate of Innovex, see the Warrant Agreement filed with Exhibit 10.51 on our Annual Report on Form 10-K for the year ended December 31, 2001.
10.54	BNP Agreement between Scios Inc. and BioChemie Gesellschaft GmbH, dated November 17, 1995, as amended on April 30, 1996, September 30, 1997 and September 1, 1998 (portions of the exhibit have been omitted pursuant to a request for confidential treatment).

(b) Reports on Form 8-K

Report on Form 8-K Filed on July 26, 2002. On July 25, 2002, Scios Inc. announced its financial results for the second quarter and six months ended June 30, 2002.

Report on Form 8-K Filed on August 6, 2002. On August 5, 2002, Scios Inc. closed a private offering of $150 million aggregate principal amount of its 5.50% Convertible Subordinated Notes due 2009.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this amendment to be signed on its behalf by the undersigned, thereunto duly authorized.

SCIOS INC.

January 9, 2003	By:	/s/ Richard B. Brewer
		Richard B. Brewer, President and CEO
January 9, 2003	By:	/s/ David W. Gryska
		David W. Gryska, Senior Vice President and CFO

Certifications

I, Richard B. Brewer, President and Chief Executive Officer of Scios Inc., certify that:

1. I have reviewed this quarterly report on Form 10-Q of Scios Inc.; and

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report.

Date: January 9, 2003

/s/ Richard B. Brewer

Richard B. Brewer
President and Chief Executive Officer

Certifications

I, David W. Gryska, Senior Vice President and Chief Financial Officer of Scios Inc., certify that:

1. I have reviewed this quarterly report on Form 10-Q of Scios Inc.; and

2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report.

Date: January 9, 2003

/s/ David W. Gryska

David W. Gryska
Senior Vice President and Chief Financial Officer