

BIOTRANSPLANT INC
Form POS AM
May 26, 2004

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As filed with the Securities and Exchange Commission on May 26, 2004

Registration No. 333-64816

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 2 TO

FORM S-8

REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933

BIOTRANSPLANT INCORPORATED

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation or Organization)

04-3119555

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

**c/o Verdolino & Lowey P.C.
124 Washington Street
Suite 101
Foxborough, MA 02035**

02155
(Zip Code)

(Address of Principal Executive Offices)

**Eligix, Inc. 1997 Equity Incentive Plan, as amended
and**

Eligix, Inc. Amended and Restated Management Equity Incentive Plan

(Full Title of the Plan)

Copies to:

Keith Lowey
Verdolino & Lowey P.C.
124 Washington Street
Suite 101
Foxborough, MA 02035
Telephone: (508) 543-1720

Steven Singer, Esq.
Hale and Dorr LLP
60 State Street
Boston, Massachusetts 02109
Telephone: (617) 526-6000

Explanatory Note

On July 10, 2001, BioTransplant Incorporated ("BioTransplant") filed a registration statement on Form S-8 (File No. 33-64816), as amended on October 12, 2001, registering 1,595,714 shares of BioTransplant common stock, \$.01 par value per share (the "Common Stock"), issued upon the exercise of certain rights granted pursuant to the Eligix, Inc. 1997 Equity Incentive Plan, as amended, and Eligix, Inc. Amended and Restated Management Equity Incentive Plan. This registration statement was declared effective on July 10, 2001.

On February 27, 2003, BioTransplant and its subsidiary, Eligix, Inc., filed voluntary petitions for relief under Chapter 11 of the United States Bankruptcy Code with the United States Bankruptcy Court for the District of Massachusetts (the "Bankruptcy Court"). On April 13, 2004, the Bankruptcy Court entered an order confirming the Chapter 11 liquidating plan (the "Plan"). The effective date of the Plan (the "Effective Date") occurred on April 26, 2004. In accordance with the Plan, as of the Effective Date, all outstanding shares of Common Stock were cancelled.

This Post-Effective Amendment No. 2 to the Registration Statement on Form S-8 is being filed solely to remove from registration any shares of Common Stock which remain unsold under such Registration Statement as of the date of the Post-Effective Amendment No. 2.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this post-effective amendment No. 2 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Medford, Commonwealth of Massachusetts on the 24th day of May, 2004.

BIOTRANSPLANT INCORPORATED

By: /s/ KEITH LOWEY

Keith Lowey
Trustee*

*

Duly authorized under Section 5 of the Chapter 11 Plan of the Registrant confirmed by Order of the United States Bankruptcy Court for the District of Massachusetts (Chapter 11 Case No. 03-11585) entered April 14, 2004.

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