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BIOENVISION INC
Form 8-A12B
September 05, 2003

FORM 8-A
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

BIOENVISION, INC.

(Exact name of registrant as specified in its charter)

Delaware 13-4025857

(State of incorporation or organization) (I.R.S. Employer Identification No.)

509 Madison Avenue
Suite 404
New York, New York 10022

(Address of principal executive offices) (Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class Name of each exchange on which
to be so registered each class is to be registered

Common Stock, par value \$.001 per share American Stock Exchange

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. [Added in Release No. 34-34922 (P. 85,450), effective December 7, 1994, 59 F.R. 55342; amended in Release No. 34-38850 (P. 85,953), July 18, 1997, effective September 2, 1997, 62 F.R. 39755.]

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box. [Added in Release No. 34-34922 (P. 85,450), effective December 7, 1994, 59 F.R. 55342; amended in Release No. 34-38850 (P. 85,953), July 18, 1997, effective September 2, 1997, 62 F.R. 39755.]

Securities Act registration statement file number to which this form relates:

Securities to be registered pursuant to Section 12(g) of the Act:

None

(Title of class)

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INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered.

Incorporated by reference to page 62 of the Preliminary Prospectus dated July 31, 2002, contained in Registrant's Registration Statement on Form SB-2 (File No. 333-97443).

Item 2. Exhibits.

The following exhibits are filed as part of this registration statement:

- 3.1 Certificate of Incorporation of the Registrant (1)
- 3.1(a) Amendment to Certificate of Incorporation, filed January 29, 1999 (2)
- 3.1(b) Certificate of Correction to the Certificate of Incorporation, filed March 15, 2002 (3)
- 3.1(c) Certificate of Amendment to the Certificate of Incorporation, filed April 30, 2002 (4)
- 3.2 By-Laws of the Registrant (5)
- 3.2(a) Amendment to the By-Laws, effective April 30, 2002 (6)
- 4.1 Specimen certificate for Registrant's Common Stock

-
- (1) Incorporated by reference to Exhibit 3 to the Registrant's Registration Statement on Form 10-12g (File No. 000-24875) filed on September 3, 1998.
 - (2) Incorporated by reference to Exhibit 3.1A to the Registrant's Registration Statement on Form 10-KSB/A (File No. 000-24875) filed on October 18, 1999.
 - (3) Incorporated by reference to Exhibit 3.1(B) to the Registrant's Current Report on Form 8-K (File No. 000-24875) filed on May 28, 2002.
 - (4) Incorporated by reference to Exhibit 3.1(C) to the Registrant's Current Report on Form 8-K (File No. 000-24875) filed on May 28, 2002.
 - (5) Incorporated by reference to Exhibit 3 to the Registrant's Registration Statement on Form 10-12g/A (File No. 000-24875) filed on December 3, 1998.
 - (6) Incorporated by reference to Exhibit 3.2(A) to the Registrant's Current Report on Form 8-K (File No. 000-24875) filed on May 28, 2002.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

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BIOENVISION, INC.

Date: September 5, 2003

By: /s/ David P. Luci

Name: David P. Luci

Title: Director of Finance, General Counsel and Corporate Secretary

EXHIBIT INDEX

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