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SCIOS INC
Form S-8 POS
April 30, 2003

As filed with the Securities and Exchange Commission on April 29, 2003
Registration No. 333-64052

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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

SCIOS INC.
(Exact Name of Registrant as Specified in its Charter)

DELAWARE	820 WEST MAUDE AVENUE	95-3701481
(STATE OR OTHER JURISDICTION OF	SUNNYVALE, CALIFORNIA 94085	(I.R.S. EMPLOYER
INCORPORATION OR ORGANIZATION)	(408) 616-8200	IDENTIFICATION NUMBER)

(ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE
NUMBER, INCLUDING
AREA CODE, OF REGISTRANT'S PRINCIPAL EXECUTIVE
OFFICES)

SCIOS INC. 1992 EQUITY INCENTIVE PLAN
SCIOS INC. 1996 NON-OFFICER STOCK OPTION PLAN
(Full Title of the Plans)

DAVID W. GRYSKA
SENIOR VICE PRESIDENT, FINANCE
AND CHIEF FINANCIAL OFFICER
SCIOS INC.

820 WEST MAUDE AVENUE
SUNNYVALE, CALIFORNIA 94085
(408) 616-8200

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)

COPY TO:
ROBERT I. TOWNSEND, III, ESQ.
CRAVATH, SWAINE & MOORE LLP
Worldwide Plaza
825 Eighth Avenue
New York, NY 10019
(212) 474-1000

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DEREGISTRATION OF COMMON STOCK

On June 28, 2001, the Registrant filed with the Securities and Exchange Commission (the "Commission") a registration statement on Form S-8, Registration No. 333-64052 (the "Registration Statement"), for the sale of 3,795,000 shares of the common stock (the "Common Stock"), par value \$.001 per share, of the Registrant under the Scios Inc. 1992 Equity Incentive Plan and the Scios Inc. 1996 Non-Officer Stock Option Plan (collectively, the "Plans").

On April 29, 2003, pursuant to the terms of the Agreement and Plan of Merger (the "Merger Agreement"), dated as of February 10, 2003, by and among the Registrant, Johnson & Johnson and Saturn Merger Sub, Inc., a wholly-owned subsidiary of Johnson & Johnson, Saturn Merger Sub, Inc. merged with and into the Registrant, and the Registrant became a wholly-owned subsidiary of Johnson & Johnson. Each share of Common Stock outstanding immediately prior to the effective time of the merger was converted into the right to receive \$45.00 in cash, without interest. Because the Registrant is no longer a public company, this Post-Effective Amendment No. 1 is being filed to deregister all of the unissued shares of Common Stock formerly issuable under the Plans and registered under the Registration Statement, constituting 3,389,590 shares.

SIGNATURES

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 this Post-Effective Amendment No. 1 to Form S-8 and has duly caused this Post-Effective Amendment No. 1 to Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Sunnyvale, State of California, on the 29th day of April, 2003.

SCIOS INC.

By: /s/ Christine A. Poon

Name: Christine A. Poon
Title: Director

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 has been signed below by the following persons in the capacities and on the dates indicated.

SIGNATURE	TITLE	DATE
/s/ Richard B. Brewer ----- Richard B. Brewer	President and Chief Executive Officer (Principal Executive Officer)	April 29, 2003
/s/ David W. Gryska ----- David W. Gryska	Senior Vice President, Finance and Chief Financial Officer (Principal Financial and Accounting	April 29, 2003

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/s/ Christine A. Poon ----- Christine A. Poon	Officer) Director	
/s/ Joseph Scodari ----- Joseph Scodari	Director	April 29, 2003