

Edgar Filing: ARADIGM CORP - Form S-8

ARADIGM CORP
Form S-8
July 18, 2003

As filed with the Securities and Exchange Commission on July 18, 2003

Registration No. 333-
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

ARADIGM CORPORATION
(Exact name of registrant as specified in its charter)

CALIFORNIA
(State of Incorporation)

94-3133088
(I.R.S. Employer Identification
No.)

3929 POINT EDEN WAY
HAYWARD, CA 94545
(Address of principal executive offices)

1996 EQUITY INCENTIVE PLAN
EMPLOYEE STOCK PURCHASE PLAN
(Full title of the plans)

RICHARD P. THOMPSON
CHIEF EXECUTIVE OFFICER AND
CHAIRMAN OF THE BOARD OF DIRECTORS
3929 POINT EDEN WAY
HAYWARD, CA 94545
(510) 265-9000
(Name, address, including zip code, and telephone number, including area
code, of agent for service)

Copies to:
JAMES C KITCH, ESQ.
JAMIE E. CHUNG, ESQ.
COOLEY GODWARD LLP
ONE MARITIME PLAZA, 20TH FLOOR
SAN FRANCISCO, CA 94111
(415) 693-2000

Edgar Filing: ARADIGM CORP - Form S-8

CALCULATION OF REGISTRATION FEE

TITLE OF SECURITIES TO BE REGISTERED -----	AMOUNT TO BE REGISTERED (1) -----	PROPOSED MAXIMUM OFFERING PRICE PER SHARE (2) -----	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (2) -----
Shares of Common Stock, no par value per share, reserved for future issuance under the 1996 Equity Incentive Plan	11,013,510 -----	\$1.89 -----	\$20,815,534 -----
Shares of Common Stock, no par value per share, reserved for future issuance under the Employee Stock Purchase Plan	2,000,000 -----	\$1.89 -----	\$3,780,000 -----
Total	13,013,510 -----		\$24,595,534 -----

(1) This Registration Statement shall cover any additional shares of the Common Stock of Aradigm Corporation (the "Company" or "Registrant") which become issuable under the Company's 1996 Equity Incentive Plan (the "Incentive Plan") and Employee Stock Purchase Plan (the "Purchase Plan") (the Incentive Plan and Purchase Plan being hereinafter collectively referred to as the "Plans") set forth herein by reason of any stock dividend, stock split, recapitalization or any other similar transaction without receipt of consideration which results in an increase in the number of shares of the Company's outstanding Common Stock.

(2) Estimated solely for the purpose of calculating the amount of the registration fee. The offering price per share and aggregate offering price are based upon the average of the high and low prices of the Company's Common Stock as reported on the Nasdaq National Market on July 15, 2003 for shares available for issuance pursuant to the Plans (pursuant to Rule 457(c) under the Act).

2.

INCORPORATION BY REFERENCE OF CONTENTS OF
REGISTRATION STATEMENTS ON FORM S-8
NOS. 333-15947, 333-62039, 333-92169, 333-43152, 333-63116 AND 333-85241

The contents of the Registration Statements on Form S-8 Nos. 333-15947, 333-62039, 333-92169, 333-43152, 333-63116 and 333-85241 filed with the Securities and Exchange Commission on November 12, 1996, August 21, 1998, December 6, 1999, August 7, 2000, June 15, 2001 and March 29, 2002, respectively, are incorporated by reference herein.

Edgar Filing: ARADIGM CORP - Form S-8

EXHIBITS

EXHIBIT
NUMBER

- 5.1 Opinion of Cooley Godward llp
- 23.1 Consent of Ernst & Young LLP, Independent Auditors 23.2 Consent of Cooley Godward llp is contained in Exhibit 5.1 to this Registration Statement
- 24.1 Power of Attorney is contained on the signature pages

3.

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 on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Hayward, State of California, on July 18, 2003.

ARADIGM CORPORATION

By: /s/ Richard P. Thompson

Richard P. Thompson
Chief Executive Officer and
Chairman of the Board

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Richard P. Thompson and Thomas C. Chesterman, and each or any one of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Edgar Filing: ARADIGM CORP - Form S-8

SIGNATURE	TITLE	DATE
/s/ Richard P. Thompson ----- (Richard P. Thompson)	Chief Executive Officer and Chairman of the Board of Directors (Principal Executive Officer)	July 18, 2003
/s/ Thomas C. Chesterman ----- (Thomas C. Chesterman)	Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	July 18, 2003
/s/ Frank H. Barker ----- (Frank H. Barker)	Director	July 18, 2003
/s/ Stan M. Benson ----- (Stan M. Benson)	Director	July 18, 2003
4.		
----- (Igor Gonda, Ph.D.)	Director	_____, 2003
/s/ John Nehra ----- (John Nehra)	Director	July 18, 2003
/s/ Wayne I. Roe ----- (Wayne I. Roe)	Director	July 18, 2003
/s/ Virgil D. Thompson ----- (Virgil D. Thompson)	Director	July 18, 2003

5.

EXHIBIT INDEX

EXHIBIT NUMBER	DESCRIPTION	SEQUENTIAL PAGE NUMBERS
5.1	Opinion of Cooley Godward llp	7
23.1	Consent of Ernst & Young LLP, Independent Auditors	8
23.2	Consent of Cooley Godward llp is contained in	--

Edgar Filing: ARADIGM CORP - Form S-8

Exhibit 5.1 to this Registration Statement

24.1 Power of Attorney is contained on the signature pages.

--

6.