

CIPHERGEN BIOSYSTEMS INC  
Form S-8  
March 25, 2004

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As filed with the Securities and Exchange Commission on March 25, 2004  
Registration No. 333-

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## SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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### FORM S-8 REGISTRATION STATEMENT

*Under  
The Securities Act of 1933*

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### CIPHERGEN BIOSYSTEMS, INC.

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**33-059-5156**  
(I.R.S. Employer  
Identification No.)

**6611 Dumbarton Circle  
Fremont, CA 94555  
(510) 505-2100**

(Address, including zip code, of registrant's Principal Executive Offices)

**2000 STOCK PLAN  
2000 EMPLOYEE STOCK PURCHASE PLAN**  
(Full titles of the Plans)

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**William E. Rich  
President and Chief Executive Officer  
Ciphergen Biosystems, Inc.  
6611 Dumbarton Circle  
Fremont, CA 94555  
(510) 505-2100**

(Name, address and telephone number, including area code, of agent for service)

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*Copies to:*  
**Michael J. O'Donnell  
Wilson Sonsini Goodrich & Rosati  
Professional Corporation  
650 Page Mill Road  
Palo Alto, CA 94304  
(650) 493-9300**

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CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
2000 Stock Plan Common Stock, \$0.001 par value	1,400,000 shares	\$7.96 <sup>(1)</sup>	\$11,144,000.00 <sup>(1)</sup>	\$1,411.95
2000 Employee Stock Purchase Plan Common Stock, \$0.001 par value	290,795 shares	\$6.77 <sup>(2)</sup>	\$1,967,518.97 <sup>(2)</sup>	\$249.28
<b>Total</b>	1,690,795 shares		\$13,111,518.97	\$1,661.23

- (1) Calculated in accordance with Rule 457(h) and (c) under the Securities Act of 1933, as amended, solely for the purpose of calculating the registration fee. The computation is based upon the average of the high and low price of the Common Stock as reported on the Nasdaq National Market on March 23, 2004, equal to \$7.96 per share.
- (2) Calculated in accordance with Rule 457(h) and (c) under the Securities Act of 1933, as amended, solely for the purpose of calculating the registration fee. The computation is based upon 85% of the average of the high and low price of the Common Stock as reported on the Nasdaq National Market on March 23, 2004, equal to \$6.77 per share. Pursuant to the 2000 Employee Stock Purchase Plan, which Plan is incorporated by reference herein, the Purchase Price of a share of Common Stock shall mean an amount equal to 85% of the Fair Market Value of a share of Common Stock on the Enrollment Date or the Exercise Date, whichever is lower.

**CIPHERGEN BIOSYSTEMS, INC.  
REGISTRATION STATEMENT ON FORM S-8**

**EXPLANATORY NOTE**

The contents of the Registration Statement No. 333-53530 on Form S-8 as filed with the Securities and Exchange Commission (the "Commission") on May 23, 2003 are hereby incorporated herein by reference to the extent not replaced hereby.

The purpose of this Form S-8 is to register the following:

- (i) An additional 1,400,000 shares of Common Stock of Ciphergen Biosystems, Inc. (the "Registrant") that are available for issuance under the Registrant's 2000 Stock Plan, as amended (the "Plan"), to reflect an additional 1,400,000 shares authorized for issuance under the Plan by the Registrant's Board of Directors.
- (ii) An additional 290,795 shares of Common Stock of the Registrant that are available for issuance under the Registrant's 2000 Employee Stock Purchase Plan, as amended (the "ESPP"), to reflect an additional 290,795 shares authorized for issuance under the ESPP by the Registrant's Board of Directors.

**PART II  
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**



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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 date indicated.

SIGNATURE	TITLE	DATE
<u>/s/ WILLIAM E. RICH</u> William E. Rich	Director, President and Chief Executive Officer (Principal Executive Officer)	March 24, 2004
<u>/s/ MATTHEW J. HOGAN</u> Matthew J. Hogan	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	March 24, 2004
<u>/s/ DANIEL M. CASERZA</u> Daniel M. Caserza	Corporate Controller (Principal Accounting Officer)	March 24, 2004
<u>/s/ JOHN A. YOUNG</u> John A. Young	Chairman of Board	March 24, 2004
<u>/s/ MICHAEL J. CALLAGHAN</u> Michael J. Callaghan	Director	March 24, 2004
<u>/s/ RAJEN DALAL</u> Rajen Dalal	Director	March 24, 2004
<u>/s/ JAMES L. RATHMANN</u> James L. Rathmann	Director	March 24, 2004
<u>/s/ WENDELL WIERENGA</u> Wendell Wierenga	Director	March 24, 2004
<u>/s/ JUDY BRUNER</u> Judy Bruner	Director	March 24, 2004

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### INDEX TO EXHIBITS

Exhibit Number	Exhibit Document
4.1	2000 Stock Plan (incorporated by reference to Exhibit 10.5 of the Registrant's Form S-1, File No. 333-32812)
4.2	2000 Employee Stock Purchase Plan (incorporated by reference to Exhibit 10.6 of the Registrant's Form S-1, File No. 333-32812)
5.1	Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation, as to the legality of securities being registered
23.1	Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation (contained in Exhibit 5.1 hereto)

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Exhibit Number

Exhibit Document

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23.2 Consent of PricewaterhouseCoopers LLP, Independent Accountants

24.1 Power of Attorney (see page II-3)

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