

DUSA PHARMACEUTICALS INC
Form S-8 POS
January 03, 2013

As filed with the Securities and Exchange Commission on January 3, 2013

File No. 333-175975

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

POST-EFFECTIVE AMENDMENT NO. 2
TO
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

DUSA PHARMACEUTICALS, INC.

(Exact Name of Registrant as Specified in Its Charter)

New Jersey
(State or other jurisdiction of
incorporation or organization)

22-3103129
(I.R.S. Employer
Identification No.)

25 Upton Drive

Wilmington, Massachusetts 01887

(Address of Principal Executive Offices) (Zip Code)

DUSA Pharmaceuticals, Inc. Amended and Restated 2011 Equity Compensation Plan

(Full Title of the Plan)

Robert F. Doman, President and Chief Executive Officer

DUSA Pharmaceuticals, Inc.

25 Upton Drive

Wilmington, Massachusetts 01887

(978) 657-7500

(Name and Address and Telephone of Agent for Service)

Copy to

Fred B. Green

Bodman PLC

6th Floor at Ford Field

1901 St. Antoine Street

Detroit, MI 48226

(313) 392-1056

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

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Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

DEREGISTRATION OF SECURITIES

DUSA Pharmaceuticals, Inc. (DUSA) is filing this Post-Effective Amendment No. 2 to deregister unsold shares of common stock of DUSA that were registered under the Registration Statement on Form S-8 originally filed on August 2, 2011 (Registration No. 333-175975), as amended by Amendment No. 1 filed with the SEC on August 12, 2012 (the Registration Statement), for issuance pursuant to the DUSA Pharmaceuticals, Inc. Amended and Restated 2011 Equity Compensation Plan (the 2011 Equity Compensation Plan). The Registration Statement registered a total of 1,292,802 shares issuable pursuant to the 2011 Equity Compensation Plan.

As of November 8, 2012, DUSA, Sun Pharmaceutical Industries Limited (Sun Pharma) and Caraco Acquisition Corporation (Merger Sub) entered into an Agreement and Plan of Merger (the Merger Agreement). As of November 16, 2012, Sun Pharma assigned its rights under the Merger Agreement to Caraco Pharmaceutical Laboratories, Ltd. (CPL). On December 20, 2012, pursuant to the Merger Agreement, Merger Sub merged with and into DUSA, with DUSA surviving as a wholly-owned subsidiary of CPL (the Merger).

In connection with the Merger Agreement and the Merger, DUSA hereby removes from registration the securities of DUSA registered but unsold under the Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Company 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 Wilmington, Commonwealth of Massachusetts, on January 3, 2013.

DUSA PHARMACEUTICALS, INC.

By: /s/ Richard C. Christopher
Vice President, Finance and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities indicated on January 3, 2013:

| Name and Signature: | Title: |
|---------------------------------|---|
| /s/ Richard C. Christopher | Vice President, Finance and Chief Financial Officer |
| Richard C. Christopher | (Principal Financial and Accounting Officer) |
| /s/ Robert F. Doman | President and Chief Executive Officer (Principal Executive Officer) |
| Robert F. Doman | |
| /s/ GP. Singh | Director |
| GP. Singh | |
| /s/ Subramanian Kalyanasundaram | Director |
| Subramanian Kalyanasundaram | |