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BIOPHAN TECHNOLOGIES INC  
Form S-8  
September 17, 2004

As filed with the Securities and Exchange Commission on September 16, 2004  
Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Form S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

BIOPHAN TECHNOLOGIES, INC.  
(exact name of registrant as specified in its charter)

NEVADA  
(State or other jurisdiction  
of incorporation or organization)

82-0507874  
(I.R.S. Employer  
Identification No.)

150 Lucius Gordon Drive, Suite 215  
West Henrietta, New York  
(Address of Principal Executive Offices)

14586  
(Zip Code)

BIOPHAN TECHNOLOGIES, INC. 2001 STOCK OPTION PLAN  
(Full title of the Plan)

Michael L. Weiner  
Chief Executive Officer  
150 Lucius Gordon Drive, Suite 215  
West Henrietta, New York 14586  
(585) 214-2441  
(Name, address, including zip code, and telephone  
number, including area code, of agent for service)

Copy to:  
Melissa Mahler, Esq.  
Nixon Peabody LLP  
P.O. Box 31051  
Rochester, New York 14603-1051  
(585) 263-1000

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CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered(1)	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
-----	-----	-----	-----	-----
Common Stock	245,000	\$1.00	\$ 245,000	
Common Stock	3,010,000	.97	2,919,700	
Common Stock	150,000	.76	114,000	
Common Stock	375,000	.67	251,250	
Common Stock	1,379,993	.50	689,997	
Common Stock	600,000	.43	258,000	
Common Stock	55,000	.35	19,250	
Common Stock	70,000	.32	22,400	
Common Stock	80,000	.30	24,000	
Common Stock	1,190,000	.18	214,200	

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Common Stock	250,000	.10	25,000	
Common Stock	295,007	.73 (3)	215,355	
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Total	7,700,000		\$4,998,152	\$633.27

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- (1) Pursuant to Rule 416(b) under the Securities Act of 1933, this registration statement covers such additional shares of Common Stock as may be issuable pursuant to anti-dilution provisions of the Plan.
  - (2) Inserted solely for the purpose of calculating the registration fee pursuant to Rule 457(h)(1).
  - (3) As instructed by Rule 457(h)(1) and estimated in accordance with Rule 457(c), based upon the average of the high and low prices for the registrant's Common Stock on the OTC Bulletin Board reported as of September 15, 2004.

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Explanatory Note

Biophan Technologies, Inc. (the "Company") filed a Registration Statement on Form S-8 on August 18, 2003 (Reg. No. 333-108058) and a Registration Statement on Form S-8 on September 26, 2003 (Reg. No. 333-109160) (together, the "Prior Registration Statements") relating to the registration of shares of the Company's Common Stock which may be acquired pursuant to the Company's 2001 Stock Option Plan.

Pursuant to General Instruction E of Form S-8, this Registration Statement on Form S-8 (the "Registration Statement") registers an additional 7,700,000 shares of the Company's Common Stock which may be acquired pursuant to the Company's 2001 Stock Option Plan.

The contents of the Prior Registration Statements are hereby incorporated herein by reference.

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Exhibit No.	Description	Location
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4.1	Biophan Technologies, Inc. 2001 Stock Option Plan, as amended	Filed Herewith
5.1	Legal Opinion of Nixon Peabody LLP	Filed Herewith
23.1	Consent of Nixon Peabody LLP	Contained in opinion filed as Exhibit 5-1 to this Registration Statement
23.2	Consent of Goldstein Golub Kessler LLP	Filed Herewith

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SIGNATURES



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/s/ Robert S. Bramson      Director

September 2, 2004

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Robert S. Bramson

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EXHIBIT INDEX

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