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INCARA PHARMACEUTICALS CORP  
Form POS AM  
October 03, 2001

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON OCTOBER 3, 2001  
REGISTRATION STATEMENT NO. 333-43050

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1  
TO  
FORM S-1  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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

DELAWARE	8731	56-1924222
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification No.)

79 T.W. Alexander Drive  
4401 Research Commons, Suite 200  
P. O. Box 14287  
Research Triangle Park, North Carolina 27709  
(Address, including zip code, and telephone number, including area code, of  
registrant's principal executive offices)

CLAYTON I. DUNCAN  
CHAIRMAN AND CHIEF EXECUTIVE OFFICER  
INCARA PHARMACEUTICALS CORPORATION  
79 T.W. ALEXANDER DRIVE, 4401 RESEARCH COMMONS, SUITE 200  
P. O. Box 14287  
RESEARCH TRIANGLE PARK, NORTH CAROLINA 27709  
(919) 558-8688  
(Name, address, including zip code, and telephone number, including area code,  
of agent for service)

COPY TO:

ALEXANDER M. DONALDSON, ESQ.  
WYRICK ROBBINS YATES & PONTON LLP  
4101 LAKE BOONE TRAIL, SUITE 300  
RALEIGH, NORTH CAROLINA 27607  
(919) 781-4000  
FAX (919) 781-4865

FIRST POSSIBLE DATE OF RESALE BY THE SELLING STOCKHOLDERS: September 14, 2000

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If any of the securities being registered on this Form are to be offered on

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a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. [ ]

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. [ ]

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CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities Registered	Amount to be Registered	Proposed Offering Price Per Share (1)	Proposed Maximum Aggregate Purchase Price (1)
Common Stock, \$0.001 par value per share	1,161,781	\$2.15625	\$2,505,090

- (1) Estimated solely for the purpose of calculating the registration fee, based upon the high and low prices of the common stock as reported on the Nasdaq National Market on August 2, 2000, in accordance with Rule 457(c).
- (2) Previously paid.

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EXPLANATORY NOTE

The Registrant has filed this Post-Effective Amendment to this Registration Statement solely for purposes of removing from registration 1,161,281 shares of common stock which had not been resold by the selling stockholders as of September 28, 2001.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Post-Effective Amendment No. 1 to its registration

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statement (No. 333-43050) to be signed on its behalf by the undersigned, thereunto duly authorized, in Research Triangle Park, North Carolina, on the 1st day of October, 2001.

INCARA PHARMACEUTICALS CORPORATION

By: /s/ Clayton I. Duncan
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Clayton I. Duncan,
Chairman, President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to its registration statement (No. 333-43050) has been signed below by the following persons in the capacities and on the date indicated.

Signature Title
-----
/s/ Clayton I. Duncan Chairman, President, Chief Executive Officer and Director
----- (Principal Executive Officer)
Clayton I. Duncan
/s/ Richard W. Reichow Executive Vice President, Chief Financial Officer and
----- Treasurer (Principal Financial and Accounting Officer)
Richard W. Reichow
-----
Eugene J. McDonald Director
-----
J. Misha Petkevich Director
\*
----- Director
Stephen M. Prescott
\*
----- Director
David B. Sharrock
\*
----- Director
Edgar H. Schollmaier
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\*By: /s/ Clayton I. Duncan
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Clayton I. Duncan
Attorney-in-Fact