

BIOCRYST PHARMACEUTICALS INC  
Form S-8  
August 17, 2006

As filed with the Securities and Exchange Commission on August 17, 2006

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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## BIOCRYST PHARMACEUTICALS, INC.

(Exact Name of Registrant as Specified in its Charter)

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Delaware  
(State of Incorporation)

62-1413174  
(I.R.S. Employer Identification No.)

2190 Parkway Lake Drive  
Birmingham, Alabama 35244  
(Address of Principal Executive Offices)

Stock Incentive Plan  
(Amendment and Restatement of 1991 Stock Option Plan)  
(Full Title of the Plan)

Charles E. Bugg, Ph.D.  
Chairman and Chief Executive Officer  
BioCryst Pharmaceuticals, Inc.  
2190 Parkway Lake Drive  
Birmingham, Alabama 35244  
(205) 444-4600

(Name, Address and Telephone Number, Including Area Code, of Agent for Service)

*Copies to:*

Richard R. Plumridge, Esq.  
Jennifer A. D. Alessandro, Esq.  
Holme Roberts & Owen LLP  
1700 Lincoln Street, Suite 4100  
Denver, CO 80203  
(303) 861-7000

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#### CALCULATION OF REGISTRATION FEE

| Title of Securities<br>to be Registered | Amount to be<br>Registered (1) | Proposed Maximum<br>Offering Price Per Share<br>(3) | Proposed Maximum<br>Aggregate Offering<br>Price | Amount of<br>Registration Fee (4) |
|-----------------------------------------|--------------------------------|-----------------------------------------------------|-------------------------------------------------|-----------------------------------|
| Common Stock, \$0.01 par value          | 1,500,000(2) \$                | 8.815 \$                                            | 13,222,500 \$                                   | 1,414.81                          |

- (1) This Registration Statement shall also cover any additional shares of Common Stock which become issuable by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration which results in an increase in the number of the Registrant's outstanding shares of Common Stock.
  - (2) Increase in authorized number of shares under the amended and restated Stock Incentive Plan above those previously covered by the 1991 Stock Option Plan.
  - (3) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) under the Securities Act of 1933, as amended, based upon the average of the high and low prices of the Registrant's Common Stock on August 16, 2006, as reported on The Nasdaq National Market.
  - (4) The registration fee for the securities registered hereby was calculated by multiplying the proposed maximum offering price by .000107 in accordance with Section 6(b) of the Securities Act and the related rules.
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**FORM S-8 PURSUANT TO GENERAL INSTRUCTION E**

This Form S-8 is filed with the Securities and Exchange Commission (the Commission) pursuant to General Instruction E to Form S-8. The contents of the earlier Registration Statements on Form S-8, Registration Nos. 333-120345, 333-39484 and 333-30751 are hereby incorporated by reference into this Form S-8. All capitalized terms not defined herein shall have the same meaning as set forth in the Form S-8.

**EXHIBITS**

| <b>Exhibit<br/>Number</b> | <b>Description</b>                                                                                                                                                           |
|---------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 5.1                       | Opinion of Holme Roberts & Owen LLP (filed herewith).                                                                                                                        |
| 10.1                      | Stock Incentive Plan (incorporated by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2006 (File No. 000-23186)). |
| 23.1                      | Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm. (filed herewith)                                                                                |
| 23.2                      | Consent of Holme Roberts & Owen LLP (included in Exhibit 5.1).                                                                                                               |
| 24.1                      | Power of Attorney (included on signature page).                                                                                                                              |

**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 Birmingham, State of Alabama, on the 17th day of August, 2006.

BIOCRYST PHARMACEUTICALS, INC.

By: /s/ Charles E. Bugg, Ph.D.

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Chairman and Chief Executive Officer

**POWER OF ATTORNEY**

We, the undersigned officers and directors of BIOCRYST PHARMACEUTICALS, INC. hereby constitute and appoint Charles E. Bugg, Ph.D. and Michael A. Darwin, and each of them, as our true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for us and in our 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 all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents 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 we 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, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature                                                       | Title                                                                                            | Date            |
|-----------------------------------------------------------------|--------------------------------------------------------------------------------------------------|-----------------|
| <u>/s/ Charles E. Bugg</u><br>Charles E. Bugg, Ph.D..           | Chairman, Chief Executive Officer and Director<br>(Principal Executive Officer)                  | August 17, 2006 |
| <u>/s/ J. Claude Bennett</u><br>J. Claude Bennett, M.D.         | President, Chief Operating Officer,<br>Medical Director and Director                             | August 17, 2006 |
| <u>/s/ Michael A. Darwin</u><br>Michael A. Darwin               | Chief Financial Officer, Secretary and Treasurer<br>(Principal Financial and Accounting Officer) | August 17, 2006 |
| <u>/s/ Stephen R. Biggar</u><br>Stephen R. Biggar, M.D., Ph.D.  | Director                                                                                         | August 17, 2006 |
| <u>/s/ William W. Featheringill</u><br>William W. Featheringill | Director                                                                                         | August 17, 2006 |
| <u>/s/ Carl L. Gordon</u><br>Carl L. Gordon, CFA, Ph.D.         | Director                                                                                         | August 17, 2006 |
| <u>/s/ John L. Higgins</u><br>John L. Higgins                   | Director                                                                                         | August 17, 2006 |
| <u>/s/ Zola P. Horovitz</u><br>Zola P. Horovitz, Ph.D.          | Director                                                                                         | August 17, 2006 |
| <u>/s/ Joseph H. Sherrill, Jr.</u><br>Joseph H. Sherrill, Jr.   | Director                                                                                         | August 17, 2006 |
| <u>/s/ Beth C. Seidenberg</u><br>Beth C. Seidenberg, M.D.       | Director                                                                                         | August 17, 2006 |

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/s/ William M. Spencer, III

Director

August 17, 2006

William M. Spencer, III

/s/ Randolph C. Steer

Director

August 17, 2006

Randolph C. Steer, M.D., Ph.D.