

INTRABIOTICS PHARMACEUTICALS INC /DE

Form S-8

July 23, 2001

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As filed with the Securities and Exchange Commission on July 20, 2001

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

INTRABIOTICS PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State of Incorporation)

94-3200380
(I.R.S. Employer Identification No.)

1245 Terra Bella Avenue
Mountain View, CA 94043
(Address of principal executive offices)

2000 Equity Incentive Plan
2000 Employee Stock Purchase Plan
(Full title of the plans)

Kenneth J. Kelley
President and Chief Executive Officer
IntraBiotics Pharmaceuticals, Inc.
1245 Terra Bella Avenue
Mountain View, CA 94043
(650) 526 - 6800

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

Copies to:

Robert L. Jones
Laura A. Berezin
COOLEY GODWARD LLP
Five Palo Alto Square
3000 El Camino Real
Palo Alto, CA 94306
(650) 843 - 5000

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share(1)	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee
Stock Options and Common Stock (par value \$.001)	1,683,910 shares	\$0.975	\$1,641,812	\$410

- (1) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h). The price per share and aggregate offering price are based upon the average of the high and low prices of Registrant's Common Stock on July 16, 2001 as reported on the Nasdaq Stock Market.

The chart below details the calculations of the registration fee:

Securities	Number of Shares	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price
Shares issuable pursuant to the 2000 Equity Incentive Plan	1,634,623	\$0.975	\$1,593,757
Shares issuable pursuant to the 2000 Employee Stock Purchase Plan	49,287	\$0.975	\$ 48,055
Proposed Maximum Offering Price			\$1,641,812
Registration Fee			\$ 410

**INCORPORATION BY REFERENCE OF CONTENTS OF
REGISTRATION STATEMENT ON FORM S-8 NO. 333-40524**

The contents of Registration Statement on Form S-8 (No. 333-40524) filed with the Securities and Exchange Commission on June 30, 2000 are incorporated by reference herein.

EXHIBITS

**Exhibit
Number**

- 5.1 Opinion of Cooley Godward LLP.
- 23.1 Consent of Ernst & Young LLP, Independent Auditors.
- 23.2 Consent of Cooley Godward LLP is contained in Exhibit 5.1 to this Registration Statement.
- 24.1 Power of Attorney is contained on the signature pages.
- 99.1 2000 Equity Incentive Plan and related documents.
- 99.2* 2000 Employee Stock Purchase Plan and related documents.

*

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Signature	Title	Date
<hr/> <hr/> KATHLEEN D. LAPORTE		
/s/ GARY A. LYONS	Director	July 20, 2001
<hr/> GARY A. LYONS		
/s/ LIZA PAGE NELSON	Director	July 20, 2001
<hr/> LIZA PAGE NELSON		
<hr/>		
/s/ JOHN M. PADFIELD	Director	July 20, 2001
<hr/> JOHN M. PADFIELD		
/s/ JACK S. REMINGTON	Director	July 20, 2001
<hr/> JACK S. REMINGTON		
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EXHIBIT INDEX

**Exhibit
Number**

Description

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*

Documents incorporated by reference from the Company's Registration Statement on Form S-1, as amended (No. 333-95461), filed with the SEC on January 27, 2000.

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