

DUSA PHARMACEUTICALS INC

Form S-8 POS

January 03, 2013

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

File No. 333-141615

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

POST-EFFECTIVE AMENDMENT NO. 1
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. 2006 Equity Compensation Plan

DUSA Pharmaceuticals, Inc. Non-Qualified Deferred Compensation Plan

Class B Warrant

(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

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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.

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. 1 to deregister unsold shares of common stock of DUSA and deferred compensation obligations that were registered under the Registration Statement on Form S-8 originally filed on March 28, 2007 (Registration No. 333-141615) (the "Registration Statement"), for issuance pursuant to the DUSA Pharmaceuticals, Inc. 2006 Equity Compensation Plan (the "2006 Equity Participation Plan"), the DUSA Pharmaceuticals, Inc. Non-Qualified Deferred Compensation Plan (the "Non-Qualified Deferred Compensation Plan") and the Class B Warrant. The Registration Statement registered a total of 335,000 shares issuable pursuant to the 2006 Equity Compensation Plan, \$150,000 in deferred compensation obligations pursuant to the Non-Qualified Deferred Compensation Plan, and 250,000 shares issuable pursuant to the Class B Warrant.

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	