

NEOSE TECHNOLOGIES INC  
Form S-8 POS  
March 03, 2009

As filed with the Securities and Exchange Commission on March 3, 2009

Registration No. 333-116438

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

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**POST-EFFECTIVE AMENDMENT NO. 2**

**TO**

**FORM S-8**

**REGISTRATION STATEMENT UNDER**

**THE SECURITIES ACT OF 1933**

**NEOSE TECHNOLOGIES, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**102 Rock Road**

**13-3549286**  
(I.R.S employer Identification No.)

**19044**

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**Horsham, PA**  
(Address of Principal Executive Offices)

(Zip Code)

**Neose Technologies, Inc.**

**2004 Equity Incentive Plan**

(Full title of the plan)

**A. Brian Davis**

**Neose Technologies, Inc.**

**102 Rock Road**

**Horsham, Pennsylvania 19044**

(Name and address of agent for service)

**(215) 315-9000**

(Telephone number, including area code, of agent for service)

**COPY TO:**

**Steven J. Abrams, Esq.**

**Pepper Hamilton LLP**

3000 Two Logan Square

Eighteenth and Arch Streets

Philadelphia, Pennsylvania 19103

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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

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Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

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**EXPLANATORY NOTE**

Pursuant to a Form S-8 registration statement (Registration No. 333-116438), as amended (the **Registration Statement** ), filed with the Securities and Exchange Commission on June 14, 2004, Neose Technologies, Inc. ( **Neose** ) registered shares of common stock, par value \$0.01 (the **Shares** ) to be offered pursuant to the Neose Technologies, Inc. 2004 Equity Incentive Plan.

On March 2, 2009, Neose filed a certificate of dissolution with the Delaware Secretary of State pursuant to its Plan of Complete Liquidation and Dissolution, which was approved by the Board of Directors and the stockholders of Neose (the **Liquidation** ). The Company closed its stock transfer books and discontinued recording transfers of shares of its common stock at the close of business on March 2, 2009. In connection with the Liquidation, the Registration Statement is hereby withdrawn and all securities registered hereunder, which remain unsold as of the date hereof, are hereby removed from registration.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, Neose Technologies, Inc. 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 Post-Effective Amendment No. 2 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in Horsham, Pennsylvania, on the 3rd day of March, 2009.

NEOSE TECHNOLOGIES, INC.

By: */s/ A. Brian Davis*  
A. Brian Davis  
Senior Vice President and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on March 3, 2009:

<b>Signature</b>	<b>Title</b>
<i>/s/ A. Brian Davis</i> A. Brian Davis	Senior Vice President and Chief Financial Officer (principal executive officer, principal financial officer and principal accounting officer)
<i>/s/ L. Patrick Gage</i> L. Patrick Gage	Chairman of the Board of Directors
<i>/s/ Brian H. Dovey</i> Brian H. Dovey	Director
<i>/s/ William F. Hamilton</i> William F. Hamilton	Director
<i>/s/ Douglas J. MacMaster, Jr.</i> Douglas J. MacMaster, Jr.	Director
<i>/s/ H. Stewart Parker</i> H. Stewart Parker	Director
<i>/s/ George J. Vergis, Ph.D.</i> George J. Vergis, Ph.D.	Director