

CELL THERAPEUTICS INC
Form S-8
June 27, 2003

As filed with the Securities and Exchange Commission on June 26, 2003

Registration No. 333-_____

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

Under

The Securities Act of 1933

CELL THERAPEUTICS, INC.

(Exact name of Registrant as specified in its charter)

501 Elliott Avenue West, Suite 400

Washington
(State of incorporation)

Seattle, WA 98119
(Address, including zip code, of Registrant's
principal executive offices)

91-1533912
(I.R.S. Employer

Identification Number)

Cell Therapeutics, Inc. 1996 Employee Stock Purchase Plan, as amended

(Full title of the plan)

James A. Bianco

President and Chief Executive Officer

Cell Therapeutics, Inc.

501 Elliott Avenue West, Suite 400

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Seattle, WA 98119

(206) 272-4000

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

Copy to:

Michael J. Kennedy, Esq.

Wilson Sonsini Goodrich & Rosati

Professional Corporation

One Market, Spear Tower, Suite 3300

San Francisco, CA 94105

(415) 947-2000

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Common Stock, no par value, including associated Preferred Stock Purchase Rights	150,000	\$9.51	\$1,426,500	\$115.40

- (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 outstanding shares of Common Stock.
- (2) Estimated pursuant to Rule 457(h) under the Securities Act of 1933, as amended (the Securities Act) solely for the purpose of calculating the registration fee, based upon the average of the high and low prices of the Company's Common Stock as reported on the Nasdaq National Market on June 24, 2003.

The Registration Statement shall become effective upon filing in accordance with Rule 462 under the Securities Act.

INFORMATION REQUIRED PURSUANT TO GENERAL INSTRUCTION E TO FORM S-8

General Instruction E Information

This Registration Statement is being filed for the purpose of increasing the number of securities of the same class as other securities for which Registration Statements of the Registrant on Form S-8 relating to the same employee benefit plan are effective. Registrant's Form S-8 Registration Statements filed with the Securities and Exchange Commission on September 18, 1997 (No. 333-35919), July 13, 1998 (No. 333-58957), July 16, 2001 (No. 333-65200) and July 24, 2002 (No. 333-97015) are hereby incorporated by reference.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

There are hereby incorporated by reference into this Registration Statement and into the Prospectuses relating to this Registration Statement pursuant to Rule 428 the following documents and information previously filed with the Securities and Exchange Commission:

1. The Registrant's Annual Report on Form 10-K/A for the fiscal year ended December 31, 2002, filed April 30, 2003 which contains audited financial statements for the Registrant's latest fiscal year for which audited financial statements have been filed;
2. The Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2003, filed May 12, 2003;
3. The Registrant's Definitive 14A Proxy Statement filed May 14, 2003;
4. The Registrant's Current Reports on Form 8-K filed April 22, 2003, June 17, 2003 and June 19, 2003;
5. The Registrant's Registration Statement on Form 10 filed with the SEC on April 29, 1996 (as amended on June 27, 1996 and June 28, 1996) and the Registrant's Registration Statement on Form 8-A filed with the SEC on November 15, 1996, (as amended by a Form 8-A/A filed with the SEC on January 10, 2003).

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date hereof, and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be part hereof from the date of filing of such documents.

Item 8. Exhibits

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**Exhibit
Number**

Document

5.1	Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation (WSGR).
10.1	Cell Therapeutics, Inc. 1996 Employee Stock Purchase Plan, as amended.
23.1	Consent of Ernst & Young LLP, Independent Auditors.
23.2	Consent of WSGR (contained in Exhibit 5.1).
24.1	Power of Attorney (see Signature Page to this Registration Statement).

Item 9. Undertakings

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement to include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, as amended (the Securities Act), each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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/s/ JOHN M. FLUKE

Director

June 26, 2003

John M. Fluke

/s/ VARTAN GREGORIAN

Director

June 26, 2003

Vartan Gregorian

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/s/ MARY O. MUNDINGER Director June 26, 2003

Mary O. Mundinger

/s/ PHILLIP M. NUDELMAN Director June 26, 2003

Phillip M. Nudelman

/s/ JACK W. SINGER Director June 26, 2003

Jack W. Singer

/s/ MARTIN P. SUTTER Director June 26, 2003

Martin P. Sutter

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