

MERIDIAN BIOSCIENCE INC

Form S-8

December 17, 2001

As filed with the Securities and Exchange Commission on December 17, 2001

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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Incorporated  
Under the Laws  
of Ohio

MERIDIAN BIOSCIENCE, INC.  
3471 River Hills Drive  
CINCINNATI, OHIO 45244

I.R.S. Employer  
Identification No.  
31-0888197

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1999 DIRECTORS' STOCK OPTION PLAN  
AMENDED AND RESTATED 1996 STOCK OPTION PLAN

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Robert E. Coletti, Esq.  
Keating, Muething & Klekamp, P.L.L.  
One East Fourth Street  
Cincinnati, Ohio 45202  
(513) 579-6560  
(Agent for Service)

**CALCULATION OF REGISTRATION FEE**

| <b>Title of<br/>Securities<br/>To Be</b> | <b>Amount<br/>To Be<br/>Registered(1)</b> | <b>Proposed<br/>Maximum<br/>Offering<br/>Price<br/>Per</b> | <b>Proposed<br/>Maximum<br/>Aggregate<br/>Offering<br/>Price(2)</b> | <b>Amount of<br/>Registration<br/>Fee(3)</b> |
|--|---|--|---|--|
|--|---|--|---|--|

|                                     |         |                 |             |       |
|-------------------------------------|---------|-----------------|-------------|-------|
| <b>Registered</b>                   | _____   | <b>Share(2)</b> | _____       | _____ |
|                                     | _____   |                 | _____       | _____ |
|                                     | _____   |                 | _____       | _____ |
|                                     | 500,000 |                 | \$1,800,000 | \$733 |
| Common<br>Stock,<br>No par<br>value | Shares  | \$5.86          |             |       |

- (1) This Registration Statement is filed for up to an additional 500,000 shares issuable upon the exercise of options granted pursuant to the Meridian Bioscience, Inc. Amended and Restated 1996 Stock Option Plan. This Registration Statement does not cover any additional shares issuable upon the exercise of options granted pursuant to the 1999 Directors' Stock Option Plan.
- (2) Estimated solely for purposes of calculating registration fee.
- (3) Calculated pursuant to Rule 457(h) based on the average of the high and low prices of the Common Stock on the Nasdaq Stock Market on December 11, 2001 at \$5.86 per share.

The contents of Registration No. 333-74825, as filed with the Commission on March 22, 1999, are incorporated herein by reference.

#### Item 8. Exhibits\*

- 4.1 Meridian Bioscience, Inc. 1999 Directors' Stock Option Plan (incorporated by reference to Meridian's Definitive Proxy Statement filed with the SEC on December 21, 1998)
- 4.2 Meridian Bioscience, Inc. Amended and Restated 1996 Stock Option Plan (incorporated by reference to Meridian's Definitive Proxy Statement filed with the SEC on December 21, 1998)
- 5 Opinion of Keating, Muething & Klekamp, P.L.L.
- 23.1 Consent of Arthur Andersen LLP
- 23.2 Consent of Keating, Muething & Klekamp, PLL (contained on Exhibit 5).
- 24 Power of Attorney (contained in the signature page).

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\*All exhibits are filed herewith unless otherwise indicated.

#### SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 Cincinnati, Ohio, on December 14, 2001.

MERIDIAN BIOSCIENCE, INC.

By:     /s/ William J. Motto      
 William J. Motto  
 Chairman of the Board and  
 Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated. Each person whose signature appears below marked with an asterisk hereby authorizes William J. Motto and Melissa A. Lueke as attorneys-in-fact to sign on his/her behalf individually and in each capacity indicated below, any amendments, including post-effective amendments, to this Registration Statement.

| <u>Signature</u>                                  | <u>Capacity</u>  | <u>Date</u>       |
|---|--|-------------------|
| <u>*/s/William J. Motto</u><br>William J. Motto   | Chairman of the Board<br>and Chief Executive Officer<br>(Principal Executive Officer)  | December 14, 2001 |
| <u>*/s/John A. Kraeutler</u><br>John A. Kraeutler | President, Chief Operating<br>Officer and Director   | December 14, 2001 |
| <u>*/s/Melissa A. Lueke</u><br>Melissa A. Lueke   | Vice President, Secretary and<br>Chief Financial Officer<br>(Principal Financial Officer<br>and Principal Accounting<br>Officer) | December 14, 2001 |
| <u>*/s/James A. Buzard</u><br>James A. Buzard     | Director   | December 14, 2001 |
| <u>*/s/Gary P. Kreider</u><br>Gary P. Kreider     | Director   | December 14, 2001 |
| <u>*/s/David C. Phillips</u><br>David C. Phillips | Director   | December 14, 2001 |
| <u>*/s/Robert J. Ready</u><br>Robert J. Ready     | Director   | December 14, 2001 |