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ALTEON INC /DE
Form S-8
September 12, 2001

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As filed with the Securities and Exchange Commission on September 12, 2001.
Registration No. 333-_____

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

ALTEON INC.
(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

13-3304550
(I.R.S. Employer
Identification No.)

170 Williams Drive
Ramsey, New Jersey 07446
(Address, Including Zip Code, of Registrant's
Principal Executive Office)

Amended 1995 Stock Option Plan
(Full Title of the Plan)

Kenneth I. Moch
Chief Executive Officer
Alteon Inc.
170 Williams Drive
Ramsey, New Jersey 07446
(201) 934-5000
(Name and Address of Agent for Service)

Copies to:

Richard J. Pinto, Esq.
Smith, Stratton, Wise, Heher & Brennan
600 College Road East
Princeton, NJ 08540
(609) 924-6000

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CALCULATION OF REGISTRATION FEE

Proposed

Proposed

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Title of Securities To Be Registered	Amount To Be Registered	Maximum Offering Price per Share	Maximum Aggregate Offering Price	Amount Registered	Registration Fee
Common Stock, \$.01 par value	3,000,000	\$2.80	8,400,000		\$2,100,000

* Pursuant to Rule 457(h), these prices are estimated solely for the purpose of calculating the registration fee and are based upon the average of the high and low sales prices of the Registrant's Common Stock on the American Stock Exchange on September 4, 2001.

This Registration Statement also covers an indeterminate number of shares as may be issued as a result of the anti-dilution provisions of the Registrant's Amended 1995 Stock Option Plan.

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INCORPORATION BY REFERENCE

This Registration Statement is being filed by Alteon Inc. (the "Company"), pursuant to General Instruction E to Form S-8 with respect to the registration of additional securities of the same class as the securities for which the Company's Registration Statement on Form S-8 (Registration Statements Nos. 333-91437, 333-39429, 333-04496, 33-89134 and 33-60576) relating to the Company's 1987 Amended and Restated Stock Option Plan (the "1987 Plan") and the Alteon Amended 1995 Stock Option Plan (the "1995 Plan") were filed with the Securities and Exchange Commission on November 22, 1999, November 4, 1997, May 3, 1996, February 2, 1995, and April 3, 1993, respectively, and which are incorporated herein by reference.

On June 5, 2001, the Company's stockholders approved an amendment to the 1995 Plan increasing the number of shares available for issuance under the 1995 Plan. The additional 3,000,000 shares of the Company's common stock now issuable pursuant to the 1995 Plan are being registered under this Registration Statement.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 5: Interests of Named Experts and Counsel

The validity of the issuance of the common stock being offered hereby has been passed upon by Smith, Stratton, Wise, Heher & Brennan, Princeton, New Jersey. A member of Smith, Stratton, Wise, Heher & Brennan owns 13,250 shares of the Company's common stock.

Item 8: Exhibits

- 5.1 Opinion of Smith, Stratton, Wise, Heher & Brennan.
- 23.1 Consent of Arthur Andersen LLP, independent public accountants.
- 23.2 Consent of Smith, Stratton, Wise, Heher & Brennan (contained in Exhibit 5.1).

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- 24.1 Power of Attorney (See signature page to this Registration Statement)
- 99.1 Amended 1995 Stock Option Plan (as amended through June 5, 2001)

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SIGNATURES

The Registrant. 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 the City of Ramsey, State of New Jersey, on this 11th day of September, 2001

Alteon, Inc.

By: /s/ Kenneth I. Moch

Kenneth I. Moch
Chairman of the Board, President and CEO

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Kenneth I. Moch and Elizabeth O'Dell, and each or any one of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and conforming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

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.

SIGNATURES

TITLE

/s/ Kenneth I. Moch

Kenneth I. Moch

Chairman of the Board, President and Chief
Executive Officer
(principal executive officer)

/s/ Elizabeth A. O'Dell

Vice President, Finance and Administration

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----- Elizabeth A. O'Dell	Treasurer and Secretary (principal financial officer)
 /s/ Mark Novitch, M.D. ----- Mark Novitch, M.D.	 Director
 /s/ Edwin D. Bransome, Jr., M.D. ----- Edwin D. Bransome, Jr., M.D.	 Director
 /s/ Marilyn G. Breslow ----- Marilyn G. Breslow	 Director
 /s/ Alan J. Dalby ----- Alan J. Dalby	 Director
 /s/ David McCurdy ----- David McCurdy	 Director
 /s/ George M. Naimark, Ph.D. ----- George M. Naimark, Ph.D.	 Director

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EXHIBIT INDEX

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