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BIOTRANSPLANT INC
Form S-4/A
April 10, 2001

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON APRIL 9, 2001

REGISTRATION NO. 333-53386

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT NO. 4 TO

FORM S-4

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

BIOTRANSPLANT INCORPORATED
(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of
incorporation or organization)

2834
(Primary Standard Industrial
Classification Code Number)

04-
(I.R.S.
Identifica

BUILDING 75, 3RD AVENUE, CHARLESTOWN NAVY YARD, CHARLESTOWN, MA 02129
(617) 241-5200

(Address, including zip code, and telephone number, including
area code, of registrant's principal executive offices)

ELLIOT LEBOWITZ, PH.D.
PRESIDENT AND CHIEF EXECUTIVE OFFICER
BIOTRANSPLANT INCORPORATED
BUILDING 75, 3RD AVENUE
CHARLESTOWN NAVY YARD
CHARLESTOWN, MASSACHUSETTS 02129
(617) 241-5200

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

COPIES TO:

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STEVEN D. SINGER, ESQ.
JAMES R. BURKE, ESQ.
HALE AND DORR LLP
60 State Street
Boston, Massachusetts 02109
Telephone: (617) 526-6000
Telecopy: (617) 526-5000

WILLIAM T. WHELAN, ESQ.
MINTZ, LEVIN, COHN, FERRIS, GLOVSKY AND PO
P.C.
One Financial Center
Boston, Massachusetts 02111
Telephone: (617) 542-6000
Telecopy: (617) 542-2241

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: As soon as practicable after this Registration Statement becomes effective and certain other conditions under the Merger Agreement are met or waived.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. / /

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. / / _____

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. / / _____

THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(A) OF THE SECURITIES ACT OF 1933 OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(A), MAY DETERMINE.

EXPLANATORY NOTE

This Amendment No. 4 to the Registrant's Registration Statement on Form S-4 (Commission File No. 333-53386) is being filed solely for the purpose of filing Exhibit 10.30 thereto.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Amendment No. 4 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Charlestown, Commonwealth of Massachusetts on the 9th day of April 2001.

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BIOTRANSPLANT INCORPORATED

By: /s/ RICHARD V. CAPASSO

Richard V. Capasso
VICE PRESIDENT, FINANCE AND TREASURER

Pursuant to the requirements of the Securities Act of 1933, as amended, this Amendment No. 4 to the Registration Statement has been signed by the following persons in the capacities and on the date indicated.

SIGNATURE -----	TITLE -----	DATE -----
ELLIOT LEBOWITZ* ----- Elliot Lebowitz	President, Chief Executive Officer and Director (Principal Executive Officer)	April 9,
/s/ RICHARD V. CAPASSO ----- Richard V. Capasso	Vice President, Finance and Treasurer (Principal Financial Officer and Principal Accounting Officer)	April 9,
DONALD R. CONKLIN* ----- Donald R. Conklin	Director	April 9,
WILLIAM W. CROUSE* ----- William W. Crouse	Director	April 9,
JAMES C. FOSTER* ----- James C. Foster	Director	April 9,
DANIEL O. HAUSER* ----- Daniel O. Hauser	Director	April 9,
MICHAEL S. PERRY* ----- Michael S. Perry	Director	April 9,

*By: /s/ RICHARD V. CAPASSO

Richard V. Capasso
ATTORNEY-IN-FACT

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EXHIBIT INDEX

EXHIBITS

- **2.1(1) Agreement and Plan of Merger, dated as of December 8, 2000, by and among the Registrant, BT/EL Acquisition Co. and Eligix, Inc.
- 3.1(2) Amended and Restated Certificate of Incorporation of the Registrant, as amended to date.
- 3.2(3) Amended and Restated By-laws of the Registrant, as amended to date.
- 4.1(3) Specimen certificate for shares of common stock, \$.01 par value per share, of the Registrant.
- **5.1 Opinion of Hale and Dorr LLP.
- **8.1 Opinion of Hale and Dorr LLP as to tax matters.
- **8.2 Opinion of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. as to tax matters.
- +10.1(3) Research and License Agreement between the Registrant and The General Hospital Corporation, dated January 1, 1991 as amended by Agreements dated November 10, 1993, June 28, 1995 and January 31, 1996 (the "1991 MGH Agreement").
- ++10.2(3) Research and License Agreement between the Registrant and The General Hospital Corporation dated December 8, 1992.
- ++10.3(3) Research and License Agreement between the Registrant and The General Hospital Corporation dated August 1, 1994.
- ++10.4(3) Alliance Agreement between the Registrant and MedImmune, Inc. dated October 2, 1995.
- **+10.5 An extension to the Research and License Agreement between The General Hospital Corporation and the Registrant, having an effective date of January 1, 1991, as amended.
- **10.6 Shareholders' Agreement by and among the Registrant, Castella Research, Secure Sciences and Stem Cell Sciences Pty. Ltd. dated April 5, 1994, as amended.
- **10.7 Research and License Agreement between the Registrant and Stem Cell Sciences Pty. Ltd. dated April 5, 1994.
- 10.8(3) Form of Common Stock Warrant issued to certain investors in August 1994 and Schedule of Warrantholders.
- 10.9(3) Form of Common Stock Warrant issued to certain investors in October 1994 and Schedule of Warrantholders.
- 10.10(3) Form of Common Stock Warrant issued to certain investors in August 1995 and Schedule of Warrantholders.

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- 10.11(3) Convertible Promissory Note and Warrant Purchase Agreement by and among the Registrant, HealthCare Ventures II, L.P. and Everest Trust dated December 20, 1991.
- 10.12(3) Convertible Promissory Note and Warrant Purchase Agreement by and among the Registrant and the parties signatory thereto dated October 31, 1994.
- 10.13(3) Third Amended and Restated Stockholders Agreement by and among the Registrant and the parties signatory thereto, as amended by a Consent, Waiver and Amendment dated January 23, 1996.
- 10.14(3) Form of Consent, Waiver and Amendment Agreement to the Third Amended and Restated Stockholders' Agreement by and among the Registrant and the parties signatory thereto.
- 10.15(3) Amended 1991 Stock Option Plan.
- 10.16(4) 1994 Directors' Equity Plan, as amended.
- **10.17 1997 Stock Incentive Plan, as amended
- 10.18(3) Consulting Agreement between the Registrant and Dr. David H. Sachs dated January 1, 1991.
- 10.19(5) Amendments to Consulting Agreement between the Registrant and Dr. David H. Sachs dated December 1, 1998 and January 5, 2000.
- 10.20(3) Lease between the Registrant and BioLease, Inc. dated March 17, 1994.
- 10.21(5) First Amendment to Lease between the Registrant and BioLease, Inc. dated November 17, 1998.
- ++10.22(6) Development and Supply Agreement between the Registrant and Dendreon Corporation (formerly, Activated Cell Therapy), dated August 22, 1996.
- **10.23 Agreement to further vary Shareholders' Agreement among the Registrant and Castella Research, Secure Sciences and Stem Cell Sciences Pty., Ltd., dated December 20, 1996.
- **10.24 Agreement to further vary Shareholders' Agreement among the Registrant and Castella Research, Secure Sciences and Stem Cell Sciences Pty., Ltd., dated March 16, 1997, as amended.
- 10.25(8) Letter Agreement, Security Agreement and Promissory Note between the Registrant and Fleet National Bank, dated August 10, 1999.
- ++10.26(7) Miniature Swine Transfer and Maintenance Agreement dated January 1, 1998 by and between Charles River Laboratories, Inc., Wilmington Partners, L.P. and the Registrant.

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- ++10.27(9) Shareholder Agreement dated September 24, 2000 by and between the Registrant, Novartis AG and Immerge BioTherapeutics AG (formerly known as Loxo AG), together with exhibits.
- ++10.28(10) Patent License Agreement (MEDI-507), dated July 17, 1997 by and between Protein Design Labs and MedImmune, Inc.
- 10.29(11) Promissory Note made by Eligix, Inc. in favor of the Registrant.
- +10.30 License Agreement between The Johns Hopkins University and Eligix, Inc. (as successor to Coulter Cellular Therapies, Inc.) dated December 31, 1998.
- **21 Subsidiaries of the Registrant.
- **23.1 Consent of Hale and Dorr LLP (included in Exhibits 5.1 and 8.1).
- **23.2 Consent of Arthur Andersen LLP.
- **23.3 Consent of PricewaterhouseCoopers LLP.
- **23.4 Consent of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. (included in Exhibit 8.2).
- **23.5 Consent of Lazard Freres & Co. LLC.
- **23.6 Consent of Pacific Growth Equities, Inc.
- **24.1 Power of Attorney with respect to the Registrant.
- **99.1(12) Fairness Opinion of Lazard Freres & Co. LLC.
- **99.2(13) Fairness Opinion of Pacific Growth Equities, Inc.

- **99.3(14) Form of Escrow Agreement to be entered into by and among the Registrant, the Management Members and Robert Momsen and Pieter Schiller, as representatives of the security holders of Eligix, Inc., and The American Stock Transfer and Trust Company.
- **99.4 Form of Proxy Card of the Registrant.
- **99.5 Form of Proxy Card of Eligix, Inc.

+ Confidential treatment requested as to certain portions.

++ Confidential treatment granted as to certain portions.

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* The Registrant agrees to furnish supplementally a copy of any omitted schedules to this agreement to the Securities and Exchange Commission upon its request.

** Previously filed.

- (1) Attached as Annex A to the Joint Proxy Statement/Prospectus.
- (2) Incorporated herein by reference from the Registrant's Form 8-K dated July 18, 2000.
- (3) Incorporated herein by reference to the Registrant's Registration Statement on Form S-1, as amended (File No. 333-02144).
- (4) Incorporated herein by reference to the Registrant's Definitive Proxy Statement for the 1999 Annual Meeting of Stockholders filed on Schedule 14A.
- (5) Incorporated herein by reference to the Registrant's Form 10-K for the year ended December 31, 1999.
- (6) Incorporated herein by reference to the Registrant's Form 10-Q for the quarter ended September 30, 1996.
- (7) Incorporated herein by reference to the Registrant's Form 10-Q for the quarter ended June 30, 1998.
- (8) Incorporated herein by reference to the Registrant's Form 10-Q for the quarter ended September 30, 1999.
- (9) Incorporated herein by reference to the Registrant's Form 10-Q for the quarter ended September 30, 2000.
- (10) Incorporated herein by reference to the exhibit filed with MedImmune, Inc.'s Quarterly Report on Form 10-Q for the quarter ended September 30, 1997.
- (11) Incorporated herein by reference to the Registrant's Current Report on Form 8-K dated March 9, 2001.
- (12) Attached as Annex C to the Joint Proxy Statement/Prospectus.
- (13) Attached as Annex D to the Joint Proxy Statement/Prospectus.
- (14) Attached as Exhibit A to Annex A to the Joint Proxy Statement/Prospectus.