

ROCKWELL MEDICAL, INC.
Form S-8
June 25, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

ROCKWELL MEDICAL, INC.

(Exact name of registrant as specified in its charter)

Michigan
(State or other jurisdiction of
incorporation or organization)

38-3317208
(I.R.S. Employer
Identification No.)

30142 Wixom Road
Wixom, Michigan
(Address of Principal Executive Offices)

48393
(Zip Code)

Rockwell Medical, Inc. Amended and Restated 2007 Long Term Incentive Plan, as amended

(Full Title of the Plan)

Robert L. Chioini
President and Chief Executive Officer
Rockwell Medical, Inc.

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30142 Wixom Road

Wixom, Michigan 48393

(Name and address of agent for service)

(248) 960-9009

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

Copy to:

Mark A. Metz

Dykema Gossett PLLC

39577 Woodward, Suite 300

Bloomfield Hills, Michigan 48304

(248) 203-0700

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 the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

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

Smaller reporting company

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 | 1,500,000 | \$ | 3.90 | \$ | 5,850,000.00 | \$ | 797.94 |

(1) This Registration Statement covers 1,500,000 shares, which includes options, restricted stock and other rights to acquire common stock, under the Rockwell Medical, Inc. Amended and Restated 2007 Long-Term Incentive Plan, as amended, and, pursuant to Rule 416(a), an indeterminate number of additional shares which may be offered and issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.

(2) This calculation is made solely for the purpose of determining the amount of the registration fee pursuant to Rules 457(c) and 457(h) under the Securities Act of 1933, as amended, based on the average of the high and low prices for the Common Stock on June 21, 2013, as reported by the Nasdaq Stock Market.

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In accordance with general instruction E to Form S-8, Rockwell Medical, Inc. (the Company) hereby incorporates by reference the contents of its Registration Statement on Form S-8 (No. 333-146817) filed October 19, 2007.

Item 8. Exhibits

The following exhibits are filed with this Registration Statement or were previously filed and incorporated herein by reference to the filing indicated. Exhibits not required for this Registration Statement have been omitted. Our Commission file number is 000-23661.

| Exhibit Number | Description |
|-----------------------|--|
| 10.53 | Rockwell Medical, Inc. Amended and Restated 2007 Long Term Incentive Plan, as amended effective April 30, 2013 (incorporated by reference to the Company's Proxy Statement for the 2013 Annual Meeting of Shareholders filed on March 29, 2013). |
| 5.1 | Opinion of Dykema Gossett PLLC. |
| 23.1 | Consent of Plante & Moran, PLLC. |
| 23.2 | Consent of Dykema Gossett PLLC (contained in Exhibit 5.1). |
| 24.1 | Power of Attorney (contained on signature page). |

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 the City of Wixom, State of Michigan on June 21, 2013.

ROCKWELL MEDICAL, INC.

By: /s/ Robert L. Chioini
Robert L. Chioini
Chairman, President and Chief Executive
Officer

POWER OF ATTORNEY

We, the undersigned directors and officers of Rockwell Medical, Inc., do hereby constitute and appoint Robert L. Chioini and Thomas E. Klema, or any of them, our true and lawful attorneys and agents, to do any and all acts and things in our name and on our behalf in our capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorneys and agents, or any of them, may deem necessary or advisable to enable said registrant to comply with the Securities Act of 1933 and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments (including post-effective amendments) hereto and registration statements filed pursuant to Rule 462 under the Securities Act of 1933, and we do hereby ratify and confirm all that said attorneys and agents, or any of them, shall 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 indicated on June 21, 2013.

| Signature | Title |
|--|---|
| /s/ ROBERT L. CHIOINI Robert L. Chioini | Chairman, President and Chief Executive Officer (principal executive officer) |

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/s/ THOMAS E. KLEMA
Thomas E. Klema

Vice President of Finance, Chief Financial Officer, Treasurer and
Secretary (principal financial officer and principal accounting officer)

/s/ KENNETH L. HOLT
Kenneth L. Holt

Director

/s/ RONALD D. BOYD
Ronald D. Boyd

Director

/s/ PATRICK J. BAGLEY
Patrick J. Bagley

Director

EXHIBIT INDEX

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