

CERUS CORP  
Form S-8  
July 11, 2002

As filed with the Securities and Exchange Commission on July 11, 2002  
Registration No. 333-

**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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**CERUS CORPORATION**

(Exact name of registrant as specified in its charter)

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**DELAWARE**  
(State of Incorporation)

**68-0262011**  
(I.R.S. Employer Identification No.)

**2411 STANWELL DRIVE**  
**CONCORD, CALIFORNIA 94520**  
(Address of principal executive offices)

**1999 EQUITY INCENTIVE PLAN**  
(Full title of the plans)

**STEPHEN T. ISAACS**

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PRESIDENT AND CHIEF EXECUTIVE OFFICER

CERUS CORPORATION  
2411 STANWELL DRIVE  
CONCORD, CALIFORNIA 94520  
(925) 288-6000

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

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Copies to:

ROBERT L. JONES, ESQ.  
COOLEY GODWARD LLP  
3175 HANOVER STREET  
PALO ALTO, CALIFORNIA 94304  
(650) 843-5000

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CALCULATION OF REGISTRATION FEE

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<b>Title of Securities to be Registered</b>	<b>Amount to be Registered(1)</b>	<b>Proposed Maximum Offering Price Per Share (2)</b>	<b>Proposed Maximum Aggregate Offering Price (2)</b>	<b>Amount of Registration Fee</b>
Shares of Common Stock, par value \$.001 per share, reserved for future issuance under the 1999 Equity Incentive Plan	1,000,000	\$28.71	\$28,710,000.00	\$2,641.32

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- (1) This Registration Statement shall cover any additional shares of Common Stock which become issuable under the 1999 Equity Incentive Plan (the Plan) set forth herein by reason of any stock dividend, stock split, recapitalization or any other similar transaction without receipt of consideration which results in an increase in the number of shares of the outstanding Common Stock of Cerus Corporation (the Company or Registrant).
- (2) Estimated solely for the purpose of calculating the amount of the registration fee. The offering price per share and aggregate offering price are based upon the average of the high and low prices of the Company's Common Stock as reported on the Nasdaq National Market on July 9, 2002 for shares available for future grant pursuant to the Plan (pursuant to Rule 457(c) under the Act).



**INCORPORATION BY REFERENCE OF CONTENTS OF**

**REGISTRATION STATEMENTS ON FORM S-8**

**NOS. 333-74991, 333-84497, 333-42588 and 333-63132**

The contents of Registration Statements on Form S-8 Nos. 333-74991, 333-84497, 333-42588 and 333-63132 filed with the Securities and Exchange Commission on March 24, 1999, August 4, 1999, July 28, 2000 and June 15, 2001, respectively, are incorporated by reference herein.

**EXHIBITS**

**Exhibit**

**Number**

- |      |   |
|------|---|
| 5.1  | Opinion of Cooley Godward LLP.  |
| 23.1 | Consent of Ernst & Young LLP, Independent Auditors.                                       |
| 23.2 | Consent of Cooley Godward LLP is contained in Exhibit 5.1 to this Registration Statement. |
| 24.1 | Power of Attorney is contained on the signature pages.                                    |
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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Concord, State of California, on July 11, 2002.

**CERUS CORPORATION**

By: /s/ Gregory W. Schafer  
Gregory W. Schafer  
Title: Vice President, Finance and Chief Financial Officer

**POWER OF ATTORNEY**

**KNOW ALL PERSONS BY THESE PRESENTS**, that each person whose signature appears below constitutes and appoints Stephen T. Isaacs and Gregory W. Schafer, and each or any one of them, his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her 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 or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Stephen T. Isaacs (Stephen T. Isaacs)	President, Chief Executive Officer and Director (Principal Executive Officer)	July 11, 2002

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/s/ Gregory W. Schafer (Gregory W. Schafer)	Vice President, Finance and Chief Financial Officer (Principal Financial and Accounting Officer)	July 11, 2002
/s/ B.J. Cassin (B.J. Cassin)	Director	July 11, 2002
/s/ Bruce C. Cozadd (Bruce C. Cozadd)	Director	July 11, 2002
/s/ John E. Hearst (John E. Hearst)	Director	July 11, 2002
/s/ C. Raymond Larkin, Jr (C. Raymond Larkin, Jr.)	Director	July 11, 2002
/s/ William R. Rohn (William R. Rohn)	Director	July 10, 2002

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**EXHIBIT INDEX**

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