

U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

BIOSANTE PHARMACEUTICALS, INC.
(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of
incorporation or organization)

58-2301143
(I.R.S. Employer
Identification No.)

111 BARCLAY BOULEVARD, SUITE 280
LINCOLNSHIRE, ILLINOIS
(Address of Principal Executive Offices)

60069
(Zip Code)

1998 STOCK OPTION PLAN
(Full title of the plan)

PHILLIP B. DONENBERG
CHIEF FINANCIAL OFFICER
BIOSANTE PHARMACEUTICALS, INC.
111 BARCLAY BOULEVARD, SUITE 280
LINCOLNSHIRE, ILLINOIS 60069
(847) 478-0500
(Name, address and telephone number,
including area code, of agent for service)

COPY TO:
AMY E. CULBERT, ESQ.
OPPENHEIMER WOLFF & DONNELLY LLP
PLAZA VII BUILDING, SUITE 3300
MINNEAPOLIS, MINNESOTA 55402
(612) 607-7287

EXPLANATORY NOTE

This Post-Effective Amendment No. 1 (this "Post-Effective Amendment No. 1") to that certain Registration Statement on Form S-8 (File No. 333-53384) (the "Registration Statement") is being filed pursuant to Rule 414 under the Securities Act of 1933, as amended (the "Securities Act"), by BioSante Pharmaceuticals, Inc., a Delaware corporation ("BioSante"), which is the successor to BioSante Pharmaceuticals, Inc., a Wyoming corporation ("BioSante Wyoming"), following a statutory merger of BioSante Wyoming with and into BioSante, with BioSante as the surviving corporation, effective June 26, 2001 (the "Merger") for the purpose of changing BioSante Wyoming's state of incorporation to Delaware. Prior to the Merger, BioSante had no assets or liabilities other than nominal assets or liabilities. In connection with the Merger, BioSante succeeded by operation of law to all of the assets and liabilities of BioSante Wyoming. The Merger was approved by the stockholders of BioSante Wyoming at an annual meeting of stockholders on June 13, 2001, for which proxies were solicited by the Board of Directors of BioSante Wyoming pursuant to Section 14(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

Except as modified by this Post-Effective Amendment No. 1, BioSante, by virtue of this Post-Effective Amendment No. 1, expressly adopts the Registration Statement as its own registration statement for all purposes of the Securities Act and the Exchange Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The following documents as originally filed with the Securities and Exchange Commission (the "Commission") by BioSante Wyoming (except as noted below) are incorporated herein by reference:

(a) BioSante Wyoming's annual report on Form 10-KSB for the fiscal year ended December 31, 2000;

(b) BioSante Wyoming's quarterly report on Form 10-QSB for the fiscal quarter ended March 31, 2001, BioSante's quarterly report on Form 10-QSB for the fiscal quarter ended June 30, 2001 and BioSante's quarterly report on Form 10-QSB for the fiscal quarter ended September 30, 2001; and

(c) BioSante's current report on Form 8-K as filed with the SEC on November 20, 2001; and

(d) The description of BioSante's common stock contained in BioSante's current report on Form 8-K as filed with the SEC on November 20, 2001, including any amendments or reports filed for the purpose of updating the description.

All documents filed by BioSante with the SEC pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934 after the date of the Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered pursuant to the Registration Statement have been sold or that deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in the Registration Statement and to be a part hereof from the date of filing of such documents.

ITEM 4. DESCRIPTION OF SECURITIES

BioSante's common stock is registered pursuant to Section 12 of the Exchange Act and, therefore, the description of securities is omitted.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

The validity of the shares of BioSante's common stock offered hereby will be passed upon for BioSante by Oppenheimer Wolff & Donnelly LLP, Minneapolis, Minnesota.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

BioSante's Certificate of Incorporation limits the liability of its directors to the fullest extent permitted by the Delaware General Corporation Law. Specifically, Article VII of BioSante's Certificate of Incorporation provides that no director of BioSante shall be personally liable to BioSante or its stockholders for monetary damages for any breach of fiduciary duty by such a director as a director, except to the extent provided by applicable law (i) for any breach of the director's duty of loyalty to BioSante or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which such director derived an improper personal benefit. If the Delaware General Corporation Law is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of BioSante shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law as so amended. No amendment to or repeal of Article VII shall apply to or have any effect on the liability or alleged liability of any director of BioSante for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

BioSante's Certificate of Incorporation provides for indemnification of BioSante's directors and officers. Specifically, Article VI provides that BioSante shall indemnify, to the fullest extent authorized or permitted by law, as the same exists or may thereafter be amended, any person who was or is made or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of BioSante), by reason of the fact that such person is or was a director or officer of BioSante, or is or was serving at the request of BioSante as a director, officer, employee or agent of any other company, partnership, limited liability company, joint venture, trust, employee benefit plan or other enterprise; provided, however, that BioSante shall not indemnify any director or officer in connection with any action by such director or officer against BioSante unless BioSante shall have consented to such action. BioSante may, to the extent authorized from time to time by BioSante's Board of Directors, provide rights to indemnification to employees and agents of BioSante similar to those conferred in Article VI to directors and officers of BioSante. No amendment or repeal of Article VI shall apply to or have any effect on any right to indemnification provided thereunder with respect to any acts or omission occurring prior to such amendment or repeal.

BioSante maintains an insurance policy for its directors and executive officers pursuant to which its directors and executive officers are insured against liability for certain actions in their capacity as directors and executive officers of BioSante.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to BioSante's directors, officers or persons controlling BioSante pursuant to the foregoing provisions, BioSante is aware that in the opinion of the Securities and Exchange Commission that this indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

ITEM 7. EXEMPTIONS FROM REGISTRATION CLAIMED

Not applicable.

ITEM 8. EXHIBITS

Exhibit No.	Description
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5.1	Opinion of Oppenheimer Wolff & Donnelly LLP (filed herewith)
23.1	Consent of Deloitte & Touche LLP (filed herewith)
23.2	Consent of Deloitte & Touche LLP (Canada) (filed herewith)
23.3	Consent of Oppenheimer Wolff & Donnelly LLP (included in Exhibit 5.1)
24.1	Power of Attorney (included on the signature page to this registration statement)

ITEM 9. UNDERTAKINGS

(a) The undersigned registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to the Registration Statement:
 - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment hereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) under the Securities Act of 1933, as amended (the "Securities Act") if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;
 - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement.

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the SEC by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act, and is therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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 of filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Lincolnshire, State of Illinois, on January 14, 2002.

BIOSANTE PHARMACEUTICALS, INC.

By: /s/ Stephen M. Simes

Stephen M. Simes
President and Chief Executive Officer
(principal executive officer)

By: /s/ Phillip B. Donenberg

Phillip B. Donenberg
Chief Financial Officer, Treasurer and Secretary
(principal financial and accounting officer)

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Stephen M. Simes and Phillip B. Donenberg, and each of them, his or her true and lawful attorney-in-fact and agent with full powers of substitution and resubstitution, for and in his or her name, place and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments) to the Registration Statement (including this Post-Effective Amendment No. 1), and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or his substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 has been signed on January 14, 2002 by the following persons in the capacities indicated.

SIGNATURE	TITLE
/s/ Stephen M. Simes ----- Stephen M. Simes	Vice Chairman, President and Chief Executive Officer
/s/ Louis W. Sullivan, M.D. ----- Louis W. Sullivan, M.D.	Chairman of the Board
----- Avi Ben-Abraham, M.D.	Director
/s/ Victor Morgenstern ----- Victor Morgenstern	Director
/s Edward C. Rosenow, III, M.D. ----- Edward C. Rosenow, III, M.D.	Director

/s/ Fred Holubow Director

Fred Holubow

/s/ Ross Mangano Director

Ross Mangano

/s/ Angela Ho Director

Angela Ho

/s/ Peter Kjaer Director

Peter Kjaer

BIOSANTE PHARMACEUTICALS, INC.

POST-EFFECTIVE AMENDMENT NO. 1 TO
REGISTRATION STATEMENT ON FORM S-8

INDEX TO EXHIBITS

EXHIBIT NO.	ITEM	METHOD OF FILING
5.1	Opinion of Oppenheimer Wolff & Donnelly LLP.....	Filed herewith.
23.1	Consent of Deloitte & Touche LLP.....	Filed herewith.
23.2	Consent of Deloitte & Touche LLP (Canada).....	Filed herewith.
23.3	Consent of Oppenheimer Wolff & Donnelly LLP.....	Included in Exhibit 5.1.
24.1	Power of Attorney.....	Included on the signature page to this registration statement.

[Oppenheimer Wolff & Donnelly LLP Letterhead]

January 18, 2002

BioSante Pharmaceuticals, Inc.
111 Barclay Boulevard, Suite 280
Lincolnshire, IL 60069

RE: BIOSANTE PHARMACEUTICALS, INC.
REGISTRATION STATEMENT ON FORM S-8

Ladies and Gentlemen:

We have acted as counsel to BioSante Pharmaceuticals, Inc., a Delaware corporation (the "Company"), in connection with the Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 to be filed by the Company with the Securities and Exchange Commission (the "SEC") on the date hereof (the "Post-Effective Amendment No. 1"). The Post-Effective Amendment No. 1 amends that certain Registration Statement on Form S-8 filed by BioSante Pharmaceuticals, Inc., a Wyoming corporation ("BioSante Wyoming"), with the SEC on January 8, 2001 (the "Original Registration Statement"). The Post-Effective Amendment No. 1 is being filed pursuant to Rule 414 under the Securities Act of 1933, as amended (the "Securities Act"), by the Company, which is the successor to BioSante Wyoming, following a statutory merger of BioSante Wyoming with and into the Company, with the Company as the surviving corporation, effective April 30, 2001 for the purpose of changing BioSante Wyoming's state of incorporation to Delaware. The 7,000,000 shares of common stock, par value \$0.0001 per share (the "Common Stock"), of the Company issuable under the Company's 1998 Stock Option Plan (the "Plan") pursuant to the Original Registration Statement, as amended by the Post-Effective Amendment No. 1, are collectively referred to herein as the "Shares." The term "Registration Statement" in this opinion refers to the Registration Statement as amended by Post-Effective Amendment No. 1 and as amended hereafter from time to time.

In acting as counsel for the Company and arriving at the opinions expressed below, we have examined and relied upon originals or copies, certified or otherwise identified to our satisfaction, of such records of the Company, agreements and other instruments, certificates of officers and representatives of the Company, certificates of public officials and other documents as we have deemed necessary or appropriate as a basis for the opinions expressed herein. In connection with our examination, we have assumed the genuineness of all signatures, the authenticity of all documents tendered to us as originals, the legal capacity of all natural persons and the conformity to original documents of all documents submitted to us as certified or photostatic copies.

Based on the foregoing, and subject to the qualifications and limitations stated herein, it is our opinion that:

1. The Company has the corporate authority to issue the Shares in the manner and under the terms set forth in the Registration Statement.
2. The Shares have been duly authorized and, when issued, delivered and paid for in accordance with the Plan as set forth in the Registration Statement, will be validly issued, fully paid and nonassessable.

We express no opinion with respect to laws other than those of the State of Minnesota, the Delaware General Corporation Law and the federal laws of the United States of America, and we assume no responsibility as to the applicability thereto, or the effect thereon, of the laws of any other jurisdiction.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement and to its use as part of the Registration Statement.

Very truly yours,

/s/ Oppenheimer Wolff & Donnelly LLP

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 of BioSante Pharmaceuticals, Inc. of our report dated February 16, 2001 (which report expresses an unqualified opinion and includes an explanatory paragraph referring to the development state nature of BioSante), appearing in the Annual Report on Form 10-KSB of BioSante Pharmaceuticals, Inc. for the year ended December 31, 2000.

DELOITTE & TOUCHE LLP

/s/ Deloitte & Touche LLP

Chicago, Illinois
January 15, 2002

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 of BioSante Pharmaceuticals, Inc. (formerly Ben-Abraham Technologies Inc.) of our report dated February 19, 1999 (which report expresses an unqualified opinion and includes an explanatory paragraph referring to the development state nature of BioSante), appearing in the Annual Report on Form 10-KSB of BioSante Pharmaceuticals, Inc. for the year ended December 31, 2000.

DELOITTE & TOUCHE LLP

/s/ Deloitte & Touche LLP

Chartered Accountants

Toronto, Ontario
January 15, 2002