

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

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 Number)

111 Barclay Boulevard, Lincolnshire, IL 60069
(Address of Principal Executive Offices) (Zip Code)

**BioSante Pharmaceuticals, Inc. Third Amended and Restated
2008 Stock Incentive Plan**

(Full Title of the Plan)

Phillip B. Donenberg
Senior Vice President of Finance, Chief Financial Officer and Secretary
BioSante Pharmaceuticals, Inc.

111 Barclay Boulevard
Lincolnshire, IL 60069
(847) 478-0500

(Name and Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)

Copies requested to:

Amy E. Culbert, Esq.
Oppenheimer Wolff & Donnelly LLP
222 South Ninth Street, Suite 2000
Minneapolis, Minnesota 55402
(612) 607-7287

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 definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

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, par value \$0.0001 per share	833,333 shares	\$ 2.86	\$ 2,383,332.38	\$ 274.00

(1) The number of shares of common stock, par value \$0.0001 per share, of BioSante ("Common Stock"), stated above represents an increase in the total number of shares available for issuance under the BioSante Pharmaceuticals, Inc. Third Amended and Restated 2008 Stock Incentive Plan (the "Plan"). An aggregate of 1,000,000 shares have been registered previously under registration statements on Form S-8 (File Nos. 333-151663, 333-168842 and 333-174596). In addition, the maximum number of shares of Common Stock that may be issued under the Plan is subject to adjustment in accordance with certain provisions of the Plan. Accordingly, pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), to the extent additional shares of Common Stock may be issued or issuable as a result of a stock split or other distribution declared at any time by the Board of Directors while this registration statement is in effect, this registration statement is hereby deemed to cover all such additional shares of Common Stock.

(2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) under the Securities Act and calculated based on the average of the high and low sales prices of the Common Stock, as reported on the NASDAQ Global Market on May 30, 2012.

The registrant, BioSante Pharmaceuticals, Inc. ("BioSante" or "Registrant"), previously filed registration statements on Form S-8 (SEC File Nos. 333-151663, 333-168842 and 333-174596) with the Securities and Exchange Commission (the "Commission") in connection with the registration of an aggregate of 1,000,000 shares of BioSante's common stock to be issued under the BioSante Pharmaceuticals, Inc. Third Amended and Restated 2008 Stock Incentive Plan and the initial and subsequent versions of such plan after amendments (the "Plan").

Pursuant to General Instruction E of Form S-8, this registration statement on Form S-8 (this "Registration Statement") is filed by BioSante solely to register an additional 833,333 shares of BioSante's common stock available for issuance under the Plan. This increase was approved by BioSante's Board of Directors and stockholders. Pursuant to Instruction E, the contents of BioSante's previously filed Registration Statements on Form S-8 (SEC File Nos. 333-151663, 333-168842 and 333-174596), including without limitation periodic reports that BioSante filed, or will file, after this Registration Statement to maintain current information about BioSante, are hereby incorporated by reference into this Registration Statement pursuant to General Instruction E of Form S-8, with the exception of Items 3 and 8 of Part II of such prior Registration Statement, each of which is amended and restated in its entirety herein.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The documents containing the information specified in Part I of Form S-8 have been or will be sent or given to participants as specified by Rule 428(b)(1) of the Securities Act of 1933, as amended (the "Securities Act"). In accordance with the instructions of Part I of Form S-8, such documents will not be filed with the Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 of the Securities Act. These documents and the documents incorporated by reference pursuant to Item 3 of Part II of this Registration Statement, taken together, constitute a prospectus as required by Section 10(a) of the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents previously filed by BioSante with the Commission are incorporated by reference into this Registration Statement:

- (a) BioSante's Annual Report on Form 10-K for the year ended December 31, 2011 (including information specifically incorporated by reference into BioSante's Form 10-K from its definitive proxy statement for its 2012 annual meeting of stockholders);
- (b) BioSante's Quarterly Report on Form 10-Q for the quarter ended March 31, 2012;
- (c) BioSante's Current Reports on Form 8-K filed with the Commission on February 3, 2012, February 8, 2012, February 16, 2012, June 1, 2012 and June 8, 2012; and

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- (d) the description of BioSante's common stock contained in its registration statement on Form 8-A and any amendments or reports filed for the purpose of updating such description.

In addition, all documents filed with the Commission by BioSante (other than portions of such documents which are furnished and not filed) pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all of the securities offered hereby have been sold or which deregisters all such securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the time of filing of such documents with the Commission.

Any statement contained in the documents incorporated or deemed to be incorporated by reference into this Registration Statement shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is incorporated or deemed to be incorporated by reference into this Registration Statement modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits

The following exhibits are filed with or incorporated by reference into this Registration Statement:

Exhibit No.	Description
4.1	Restated Certificate of Incorporation of BioSante Pharmaceuticals, Inc. (incorporated by reference to Exhibit 3.1 to BioSante's Current Report on Form 8-K as filed with the Securities and Exchange Commission on October 14, 2009 (File No. 001-31812))
4.2	Certificate of Amendment of the BioSante Pharmaceuticals, Inc. Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to BioSante's Current Report on Form 8-K as filed with the Securities and Exchange Commission on June 1, 2012 (File No. 001-31812))
4.3	Amended and Restated Bylaws of BioSante Pharmaceuticals, Inc. (incorporated by reference to Exhibit 3.1 to BioSante's Current Report on Form 8-K as filed with the Securities and Exchange Commission on June 11, 2010 (File No. 001-31812))
4.4	Specimen Stock Certificate Representing Common Stock of BioSante Pharmaceuticals, Inc. (filed herewith)
5.1	Opinion of Oppenheimer Wolff & Donnelly LLP (filed herewith)
10.1	BioSante Pharmaceuticals, Inc. Third Amended and Restated 2008 Stock Incentive Plan (incorporated by reference to Exhibit 10.1 to BioSante's Current Report on Form 8-K as filed with the Securities and Exchange Commission on June 1, 2012 (File No. 001-31812))
23.1	Consent of Deloitte & Touche LLP (filed herewith)
23.2	Consent of Oppenheimer Wolff & Donnelly LLP (included as part of Exhibit 5.1)

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Exhibit No.	Description
24.1	Power of Attorney (included on the signature page to this Registration Statement)

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 Lincolnshire, State of Illinois on June 8, 2012.

BIOSANTE PHARMACEUTICALS, INC.

By: /s/ Stephen M. Simes
 Stephen M. Simes
 Vice Chairman, President and Chief Executive Officer
 (principal executive officer)

By: /s/ Phillip B. Donenberg
 Phillip B. Donenberg
 Senior Vice President of Finance, Chief Financial Officer and Secretary
 (principal financial and accounting officer)

POWER OF ATTORNEY

Each person whose signature appears below hereby authorizes and appoints Stephen M. Simes and Phillip B. Donenberg, or either 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 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 agents or any of them, their, or his or her, substitute or substitutes, 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.

<u>Name and Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Stephen M. Simes</u> Stephen M. Simes	Vice Chairman, President and Chief Executive Officer	June 8, 2012
<u>/s/ Phillip B. Donenberg</u> Phillip B. Donenberg	Senior Vice President of Finance, Chief Financial Officer and Secretary	June 8, 2012
<u>/s/ Louis W. Sullivan, M.D.</u> Louis W. Sullivan, M.D.	Chairman of the Board	May 30, 2012

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<u>Name and Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Fred Holubow</u> Fred Holubow	Director	May 30, 2012
<u>/s/ Ross Mangano</u> Ross Mangano	Director	May 30, 2012
<u>/s/ John T. Potts, Jr. M.D.</u> John T. Potts, Jr., M.D.	Director	May 30, 2012
<u>/s/ Edward C. Rosenow, III, M.D.</u> Edward C. Rosenow, III, M.D.	Director	May 30, 2012
<u>/s/ Stephen A. Sherwin, M.D.</u> Stephen A. Sherwin, M.D.	Director	May 30, 2012

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**BIOSANTE PHARMACEUTICALS, INC.
 REGISTRATION STATEMENT ON FORM S-8
 EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>	<u>Method of Filing</u>
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5.1	Opinion of Oppenheimer Wolff & Donnelly LLP	Filed herewith
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COMMON STOCK

PAR VALUE \$0.0001

COMMON STOCK

THIS CERTIFICATE IS TRANSFERABLE IN
CANTON, MA AND NEW YORK, NY

BioSante Pharmaceuticals

Certificate
Number
ZQ 000000

Shares
*****000000*****
*****000000*****
*****000000*****
*****000000*****
*****000000*****

BIOSANTE PHARMACEUTICALS, INC.
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE

THIS CERTIFIES THAT

**MR. SAMPLE & MRS. SAMPLE &
MR. SAMPLE & MRS. SAMPLE**

CUSIP **09065V 30 2**

SEE REVERSE FOR CERTAIN DEFINITIONS

is the owner of

*****ZERO HUNDRED THOUSAND
ZERO HUNDRED AND ZERO*****

FULLY-PAID AND NON-ASSESSABLE SHARES OF THE COMMON STOCK OF

BioSante Pharmaceuticals, Inc. (hereinafter called the "Company"), transferable on the books of the Company in person or by duly authorized attorney, upon surrender of this Certificate properly endorsed. This Certificate and the shares represented hereby, are issued and shall be held subject to all of the provisions of the Certificate of Incorporation, as amended, and the By-Laws, as amended, of the Company (copies of which are on file with the Company and with the Transfer Agent), to all of which each holder, by acceptance hereof, assents. This Certificate is not valid unless countersigned and registered by the Transfer Agent and Registrar.

Witness the facsimile seal of the Company and the facsimile signatures of its duly authorized officers.

Stephen M. Simeon
President and Chief Executive Officer

Philip B. Donahue
Senior Vice President of Finance,
Chief Financial Officer and Secretary



DATED <<Month Day, Year>>

COUNTERSIGNED AND REGISTERED;
COMPUTERSHARE TRUST COMPANY, N.A.
TRANSFER AGENT AND REGISTRAR.

By _____
AUTHORIZED SIGNATURE

SECURITY INSTRUCTIONS ON REVERSE

1234567

BIOSANTE PHARMACEUTICALS

THE COMPANY WILL FURNISH WITHOUT CHARGE TO EACH SHAREHOLDER WHO SO REQUESTS, A SUMMARY OF THE POWERS, DESIGNATIONS, PREFERENCES AND RELATIVE, PARTICIPATING, OPTIONAL OR OTHER SPECIAL RIGHTS OF EACH CLASS OF STOCK OF THE COMPANY AND THE QUALIFICATIONS, LIMITATIONS OR RESTRICTIONS OF SUCH PREFERENCES AND RIGHTS, AND THE VARIATIONS IN RIGHTS, PREFERENCES AND LIMITATIONS DETERMINED FOR EACH SERIES, WHICH ARE FIXED BY THE ARTICLES OF INCORPORATION OF THE COMPANY, AS AMENDED, AND THE RESOLUTIONS OF THE BOARD OF DIRECTORS OF THE COMPANY, AND THE AUTHORITY OF THE BOARD OF DIRECTORS TO DETERMINE VARIATIONS FOR FUTURE SERIES. SUCH REQUEST MAY BE MADE TO THE OFFICE OF THE SECRETARY OF THE COMPANY OR TO THE TRANSFER AGENT. THE BOARD OF DIRECTORS MAY REQUIRE THE OWNER OF A LOST OR DESTROYED STOCK CERTIFICATE, OR HIS LEGAL REPRESENTATIVES, TO GIVE THE COMPANY A BOND TO INDEMNIFY IT AND ITS TRANSFER AGENTS AND REGISTRARS AGAINST ANY CLAIM THAT MAY BE MADE AGAINST THEM ON ACCOUNT OF THE ALLEGED LOSS OR DESTRUCTION OF ANY SUCH CERTIFICATE.

The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM - as tenants in common	UNIF GIFT MIN ACT -Custodian (Cust) (Minor)
TEN ENT - as tenants by the entireties	under Uniform Gifts to Minors Act..... (State)
JT TEN - as joint tenants with right of survivorship and not as tenants in common	UNIF TRF MIN ACT -Custodian (until age) (Cust) (State)
under Uniform Transfers to Minors Act (Minor) (State)

Additional abbreviations may also be used though not in the above list.

For value received, _____ hereby sell, assign and transfer unto _____ PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF ASSIGNEE

(PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS, INCLUDING POSTAL ZIP CODE, OF ASSIGNEE)

_____ Shares
of the common stock represented by the within Certificate, and do hereby irrevocably constitute and appoint _____ Attorney

to transfer the said stock on the books of the within-named Company with full power of substitution in the premises.

Dated: _____ 20_____
Signature: _____
Signature: _____

Signature(s) Guaranteed: Medallion Guarantee Stamp
THE SIGNATURE(S) SHOULD BE GUARANTEED BY AN ELIGIBLE GUARANTOR INSTITUTION (Banks, Stockbrokers, Savings and Loan Associations and Credit Unions) WITH MEMBERSHIP IN AN APPROVED SIGNATURE GUARANTEE MEDALLION PROGRAM, PURSUANT TO S.E.C. RULE 17A-15.

Notice: The signature to this assignment must correspond with the name as written upon the face of the certificate, in every particular, without alteration or enlargement, or any change whatever.

SECURITY INSTRUCTIONS
THIS IS WATERMARKED PAPER. DO NOT ACCEPT WITHOUT NOTING WATERMARK. HOLD TO LIGHT TO VERIFY WATERMARK.



The IRS requires that we report the cost basis of certain shares acquired after January 1, 2011. If your shares were covered by the legislation and you have sold or transferred the shares and requested a specific cost basis calculation method, we have processed as requested. If you did not specify a cost basis calculation method, we have defaulted to the first in, first out (FIFO) method. Please visit our website or consult your tax advisor if you need additional information about cost basis.
If you do not keep in contact with us or do not have any activity in your account for the time periods specified by state law, your property could become subject to state unclaimed property laws and transferred to the appropriate state.

1534201

[Oppenheimer Wolff & Donnelly LLP Letterhead]

June 8, 2012

BioSante Pharmaceuticals, Inc.
111 Barclay Boulevard
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 registration by the Company of 833,333 shares of common stock, par value \$0.0001 per share (the "Common Stock") of the Company issuable under the BioSante Pharmaceuticals, Inc. Third Amended and Restated 2008 Stock Incentive Plan (the "Plan"), pursuant to a registration statement on Form S-8 filed with the Securities and Exchange Commission on the date hereof (the "Registration Statement"). The 833,333 shares of Common Stock of the Plan are collectively referred to herein as the "Shares."

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 Plan.
2. The Shares have been duly authorized and, when issued, delivered and paid for in accordance with the Plan, will be validly issued, fully paid and nonassessable.

We express no opinion with respect to laws other than those of the Delaware General Corporation Law (including the statutory provisions, all applicable provisions of the Delaware Constitution and reported judicial decisions interpreting the foregoing) 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. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, the rules and regulations of the Securities and Exchange Commission promulgated thereunder, or Item 509 of Regulation S-K.

Very truly yours,

/s/ Oppenheimer Wolff & Donnelly LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated March 13, 2012, relating to the financial statements of BioSante Pharmaceuticals, Inc., and the effectiveness of BioSante Pharmaceuticals, Inc.'s internal control over financial reporting, appearing in the Annual Report on Form 10-K of BioSante Pharmaceuticals, Inc. for the year ended December 31, 2011.

/s/ DELOITTE & TOUCHE LLP

Chicago, Illinois
June 8, 2012
