
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 No.)

111 Barclay Boulevard, Suite 280
Lincolnshire, Illinois
(Address of Principal Executive Offices)

60069
(Zip Code)

BIOSANTE PHARMACEUTICALS, INC.
AMENDED AND RESTATED 1998 STOCK PLAN

(Full title of the plan)

Phillip B. Donenberg
Chief Financial Officer
BioSante Pharmaceuticals, Inc.
111 Barclay Boulevard, Suite 280
Lincolnshire, IL 60069
(Name, address and telephone number,
including area code, of agent for service)

(847) 478-0500
(Telephone number, including area code, of agent for service)

Amy E. Culbert, Esq.
Oppenheimer Wolff & Donnelly LLP
45 South Seventh Street, Suite 3300
Minneapolis, Minnesota 55402
(612) 607-7287

Approximate date of commencement of proposed sale to the public:
Immediately upon the filing of this registration statement

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share(2)	Proposed maximum aggregate offering price	Amount of registration fee(2)
Common Stock, par value \$0.0001 per share	1,000,000	\$3.13	\$3,130,000	\$253.22

(1) Represents the increase in the total number of shares reserved for issuance under the registrant's Amended and Restated 1998 Stock Plan. An aggregate of 1,000,000 shares has been previously registered under registration statements on Form S-8 (File Nos. 333-53384 and 333-100238) In addition, pursuant to Rule 416 under the Securities Act of 1933, this registration statement includes an indeterminate number of additional shares that may be offered and sold as a result of anti-dilution provisions described in the registrant's Amended and Restated 1998 Stock Plan.

(2)

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 registration statement has been signed on September 10, 2003 by the following persons in the capacities indicated.

/s/ STEPHEN M. SIMES

Vice Chairman, President and Chief Executive Officer

Stephen M. Simes

/s/ LOUIS W. SULLIVAN, M.D.

Louis W. Sullivan, M.D.

Chairman of the Board

/s/ VICTOR MORGENSTERN

Victor Morgenstern

Director

Edward C. Rosenow, III, M.D.

Director

/s/ FRED HOLUBOW

Fred Holubow

Director

/s/ ROSS MANGANO

Ross Mangano

Director

/s/ ANGELA HO

Angela Ho

Director

/s/ PETER KJAER

Peter Kjaer

Director

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**BIOSANTE PHARMACEUTICALS, INC.
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 Oppenheimer Wolff & Donnelly LLP	Included in Exhibit 5.1.
24.1	Power of Attorney	Included on the signature page to this registration statement.

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[Oppenheimer Wolff & Donnelly LLP Letterhead]

October 3, 2003

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 1,000,000 shares of common stock, par value \$0.0001 per share (the "Common Stock") of the Company issuable under the BioSante Pharmaceuticals, Inc. Amended and Restated 1998 Stock 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 1,000,000 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 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

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[Exhibit 5.1](#)

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Exhibit 23.1

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in this Registration Statement of BioSante Pharmaceuticals, Inc. on Form S-8 of our report dated February 14, 2003 (which report expresses an unqualified opinion and includes an explanatory paragraph indicating that BioSante Pharmaceuticals, Inc. is in the development stage), appearing in the Annual Report on Form 10-KSB of BioSante Pharmaceuticals, Inc. for the year ended December 31, 2002.

/s/ Deloitte & Touche LLP

DELOITTE & TOUCHE LLP
Chicago, Illinois

October 2, 2003

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[Exhibit 23.1](#)

[INDEPENDENT AUDITORS' CONSENT](#)