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**U.S. 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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**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)

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**AMENDED AND RESTATED 1998 STOCK OPTION PLAN**

(Full title of the plan)

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**Phillip B. Donenberg**  
**Chief Financial Officer**  
**BioSante Pharmaceuticals, Inc.**  
**111 Barclay Boulevard, Suite 280**  
**Lincolnshire, IL 60069**  
**(847) 478-0500**  
(Name, address and telephone number,  
including area code, of agent for service)

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

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**CALCULATION OF REGISTRATION FEE**

Title of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per unit(2)	Proposed maximum aggregate offering price	Amount of registration fee(2)
Common Stock, par value \$0.0001 per share	300,000	\$1,230,000	\$4.10	\$114.00(3)

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(1) Represents the increase in the total number of shares reserved for issuance under the registrant's Amended and Restated 1998 Stock Option Plan. An aggregate of 700,000 shares has been previously registered under a registration statement on Form S-8 (File No. 333-53384) 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 Option Plan.

(2) Estimated solely for the purpose of calculating the amount of the registration fee and calculated pursuant to Rule 457(h) under the Securities Act as follows: (i) with respect to options to purchase shares previously granted under the Amended and Restated 1998 Stock Option Plan, on the basis of the weighted average exercise price of these options, and (ii) with respect to options to be granted under the plan based on the average between the high and low sales prices of the registrant's common stock on September 27, 2002 on the over-the-counter market, as reported by the Over-the-Counter Bulletin Board.

(3) BioSante filed a registration statement on Form SB-2 (File No. 333-87542) on May 3, 2002 which was declared effective on August 27, 2002. The SEC filing fee previously paid in connection with the Form SB-2 was \$920.00. Before that offering under the Form SB-2 was terminated pursuant to a post-effective amendment that was declared effective on September 12, 2002, BioSante sold shares at an aggregate purchase price of \$4,500,000 for an SEC filing fee of \$414.00. Pursuant to Rule 457(p), BioSante is offsetting the \$120.00 filing fee due in connection with this registration statement against the remaining \$506.00 of the filing fee from the terminated offering.



Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed on October 1, 2002 by the following persons in the capacities indicated.

<b>Signature</b>	<b>Title</b>
<hr/> <u>/s/ STEPHEN M. SIMES</u> Stephen M. Simes	Vice Chairman, President and Chief Executive Officer
<hr/> <u>/s/ LOUIS W. SULLIVAN, M.D.</u> Louis W. Sullivan, M.D.	Chairman of the Board
<hr/> <u>/s/ VICTOR MORGENSTERN</u> Victor Morgenstern	Director
<hr/> <u>/s/ EDWARD C. ROSENOW, III, M.D.</u> Edward C. Rosenow, III, M.D.	Director
<hr/> <u>/s/ FRED HOLUBOW</u> Fred Holubow	Director
<hr/> <u>/s/ ROSS MANGANO</u> Ross Mangano	Director
<hr/> <u>/s/ ANGELA HO</u> Angela Ho	Director
<hr/> <u>/s/ PETER KJAER</u> Peter Kjaer	Director

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

**INDEX TO EXHIBITS**

<b>Exhibit No.</b>	<b>Item</b>	<b>Method of Filing</b>
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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[STATEMENT UNDER GENERAL INSTRUCTION E— REGISTRATION OF ADDITIONAL SECURITIES  
Part II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT](#)

[Item 8. Exhibits.](#)

[SIGNATURES](#)

[POWER OF ATTORNEY](#)

[BIOSANTE PHARMACEUTICALS, INC. REGISTRATION STATEMENT ON FORM S-8 INDEX TO EXHIBITS](#)

[Oppenheimer Wolff & Donnelly LLP Letterhead]

October 1, 2002

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 300,000 shares of common stock, par value \$0.0001 per share (the "Common Stock") of the Company issuable under the Company's Amended and Restated 1998 Stock Option 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 300,000 shares of Common Stock of the Company issuable under the Company's Amended and Restated 1998 Stock Option Plan (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](#)

[QuickLinks](#) -- Click here to rapidly navigate through this document

**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 15, 2002 (May 31, 2002 as to Note 14) (which report expresses an unqualified opinion and includes an explanatory paragraph referring to the development stage nature of BioSante), appearing in the Annual Report on Form 10-KSB of BioSante Pharmaceuticals, Inc. for the year ended December 31, 2001.

/s/ DELOITTE & TOUCHE LLP

DELOITTE & TOUCHE LLP  
Chicago, Illinois

October 1, 2002

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[Exhibit 23.1](#)