

CERUS CORP

FORM S-3/A

(Securities Registration Statement (simplified form))

Filed 03/29/99

Address	2550 STANWELL DRIVE CONCORD, CA 94520
Telephone	9252886000
CIK	0001020214
Symbol	CERS
SIC Code	3841 - Surgical and Medical Instruments and Apparatus
Industry	Biotechnology & Drugs
Sector	Healthcare
Fiscal Year	12/31

CERUS CORP

FORM S-3/A

(Securities Registration Statement (simplified form))

Filed 3/29/1999

Address	2411 STANWELL DR CONCORD, California 94520
Telephone	925-288-6000
CIK	0001020214
Industry	Biotechnology & Drugs
Sector	Healthcare
Fiscal Year	12/31

REGISTRATION NO. 333-72185

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

AMENDMENT NO. 2

TO

FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933
CERUS CORPORATION
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE
(STATE OF INCORPORATION)

68-0262011
(I.R.S. EMPLOYER IDENTIFICATION NO.)

2525 STANWELL DRIVE, SUITE 300
CONCORD, CA 94520
(925) 603-9071
(ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING AREA CODE OF
REGISTRANT'S PRINCIPAL EXECUTIVE OFFICES)

STEPHEN T. ISAACS
PRESIDENT AND CHIEF EXECUTIVE OFFICER
CERUS CORPORATION
2525 STANWELL DRIVE, SUITE 300
CONCORD, CA 94520
(925) 603-9071
(NAME, ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING AREA CODE,
OF AGENT FOR SERVICE)

COPIES TO:

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COOLEY GODWARD LLP
ONE MARITIME PLAZA, 20TH FLOOR
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(415) 693-2000

DAVID J. SEGRE, ESQ.
WILSON SONSINI GOODRICH & ROSATI
PROFESSIONAL CORPORATION
650 PAGE MILL ROAD
PALO ALTO, CA 94306
(650) 493-9300

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC:

As soon as practicable after the effective date of this Registration Statement.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. []

THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(a) OF THE SECURITIES ACT OF 1933, AS AMENDED, OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(a), MAY DETERMINE.

PART II
INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 16. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES.

The exhibits listed in the Exhibit Index are filed as part of this Registration Statement.

(a) EXHIBITS.

EXHIBIT NUMBER -----	DESCRIPTION -----
1.1*	Form of Underwriting Agreement.
3.1*	Amended and Restated Certificate of Incorporation(1).
3.2*	Bylaws(1).
5.1*	Opinion of Cooley Godward LLP.
23.1	Consent of Ernst & Young LLP, Independent Auditors.
23.2	Consent of Cooley Godward LLP (Reference is made to Exhibit 5.1).
24.1*	Power of Attorney.
27*	Financial Data Schedule.

* Previously filed.

(1) Filed as an exhibit to Cerus' Registration Statement on Form S-1 (No. 333-11341) and incorporated by reference herein.

(b) FINANCIAL STATEMENT SCHEDULES.

Schedules are omitted because they are not required, they are not applicable or the information is already included in the financial statements or the notes thereto.

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-3 and has duly caused this Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Concord, State of California, on the 29th day of March, 1999.

CERUS CORPORATION

By: /s/ STEPHEN T. ISAACS

Stephen T. Isaacs
President and Chief Executive
Officer

Pursuant to the requirements of the Securities Act of 1933, this Amendment has been signed below by the following persons in the capacities and on the dates indicated.

SIGNATURE -----	TITLE -----	DATE ----
/s/ STEPHEN T. ISAACS ----- Stephen T. Isaacs	President, Chief Executive Officer and Director (Principal Executive Officer)	March 29, 1999
* ----- Robert E. Miller	Chief Financial Officer and Vice President, Finance (Principal Financial and Accounting Officer)	March 29, 1999
* ----- B.J. Cassin	Director	March 29, 1999
* ----- John E. Hearst	Director	March 29, 1999
* ----- Peter H. McNerney	Director	March 29, 1999
* ----- Dale A. Smith	Director	March 29, 1999
* ----- Henry E. Stickney	Director	March 29, 1999
*By: /s/ STEPHEN T. ISAACS ----- Stephen T. Isaacs Attorney-in-fact		

EXHIBIT INDEX

EXHIBIT NUMBER -----	DESCRIPTION -----
23.1	Consent of Ernst & Young LLP, Independent Auditors.

EXHIBIT 23.1

CONSENT OF ERNST & YOUNG LLP, INDEPENDENT AUDITORS

We consent to the reference to our firm under the caption "Experts" in Amendment No. 2 to the Registration Statement (Form S-3 No. 333-72185) and related Prospectus of Cerus Corporation for the registration of shares of its common stock and to the use of our report dated January 22, 1999, except for Note 2 as to which the date is January 30, 1999 and Note 5, as to which the date is March 3, 1999, with respect to the financial statements of Cerus Corporation included and incorporated by reference herein.

/s/ ERNST & YOUNG LLP

Walnut Creek, California

March 24, 1999

End of Filing

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