

# CERUS CORP

## FORM S-8

(Securities Registration: Employee Benefit Plan)

Filed 08/09/06

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-8

(Securities Registration: Employee Benefit Plan)

Filed 8/9/2006

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

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

**FORM S-8**

**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.)

**2411 S TANWELL D RIVE**  
**C ONCORD , C ALIFORNIA 94520**  
(Address of principal executive offices)

**1999 EQUITY INCENTIVE PLAN**  
(Full title of the plans)

**CLAES GLASSELL**  
**PRESIDENT AND CHIEF EXECUTIVE OFFICER**  
**CERUS CORPORATION**  
**2411 STANWELL DRIVE**  
**CONCORD, CALIFORNIA 94520**  
**(925) 288-6000**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*  
**ROBERT L. JONES, ESQ.**  
**COOLEY GODWARD LLP**  
**FIVE PALO ALTO SQUARE**  
**3000 EL CAMINO REAL**  
**PALO ALTO, CALIFORNIA 94306**  
**(650) 843-5000**

**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
Shares of Common Stock, par value \$.001 per share	800,000	\$ 5.87	\$ 4,696,000.00	\$ 502.47

- (1) This Registration Statement shall cover any additional shares of Common Stock which become issuable under the Issuer's 1999 Equity Incentive Plan (the "Plan") set forth herein by reason of any stock dividend, stock split, recapitalization or any other similar transaction without receipt of consideration which results in an increase in the number of shares of the outstanding Common Stock of Cerus Corporation (the "Company" or "Registrant").

- (2) Estimated solely for the purpose of calculating the amount of the registration fee. The offering price per share and aggregate offering price are based upon the average of the high and low prices of the Company's Common Stock as reported on the Nasdaq Global Market on August 3, 2006 for shares available for future grant pursuant to the Plan (pursuant to Rule 457(c) under the Act).
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## INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The following documents filed by Cerus Corporation (the “Company”) with the Securities and Exchange Commission (the “SEC”) are incorporated by reference into this Registration Statement:

(a) The contents of Registration Statements on Form S-8 Nos. 333-27097, 333-74991, 333-84497, 333-42588, 333-63132, 333-92254, 333-109170, 333-125043 and 333-127541, filed with the Securities and Exchange Commission on May 14, 1997, March 24, 1999, August 4, 1999, July 28, 2000, June 15, 2001 July 11, 2002, September 26, 2003, May 19, 2005 and August 15, 2005, respectively, are incorporated by reference herein.

(b) The Company’s Annual Report on Form 10-K for the year ended December 31, 2005 and filed with the SEC on February 27, 2006, the Company’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2006 and filed with the SEC on May 2, 2006, the Company’s Quarterly Report on Form 10-Q for the quarter ended June 30, 2006 and filed with the SEC on August 4, 2006 and the Company’s Current Reports on Form 8-K, filed with the SEC on January 4, 2006, February 13, 2006, February 24, 2006, February 27, 2006, March 17, 2006, March 27, 2006, March 30, 2006, May 2, 2006, June 9, 2006 and August 3, 2006.

(c) The description of the Company’s Common Stock which is contained in a registration statement on Form 8-A filed with the SEC under the Securities Exchange Act of 1934 (the “Exchange Act”), including any amendment or report filed for the purpose of updating such description.

All reports and other documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part of this registration statement from the date of the filing of such reports and documents.

## EXHIBITS

<u>Exhibit Number</u>	
5.1	Opinion of Cooley Godward LLP.
23.1	Consent of Independent Registered Public Accounting Firm.
23.2	Consent of Cooley Godward LLP is contained in Exhibit 5.1 to this Registration Statement.
24.1	Power of Attorney is contained on the signature pages.

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**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-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Concord, State of California, on August 8, 2006.

**CERUS CORPORATION**

By: /s/ William J. Dawson  
William J. Dawson  
Title: Vice President, Finance and Chief Financial Officer

**POWER OF ATTORNEY**

**KNOW ALL PERSONS BY THESE PRESENTS**, that each person whose signature appears below constitutes and appoints Claes Glassell and William J. Dawson, and each or any one 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 and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his or her substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Claes Glassell</u> (Claes Glassell)	<u>President, Chief Executive Officer and Director</u> (Principal Executive Officer)	<u>August 8, 2006</u>

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<u>/s/ William J. Dawson</u> (William J. Dawson)	Vice President, Finance and Chief Financial Officer (Principal Financial and Accounting Officer)	August 8, 2006
<u>/s/ Timothy B. Anderson</u> (Timothy B. Anderson)	Director	August 8, 2006
<u>/s/ B. J. Cassin</u> (B. J. Cassin)	Director	August 8, 2006
<u>/s/ Laurence M. Corash</u> (Laurence M. Corash)	Director	August 8, 2006
<u>/s/ Bruce C. Cozadd</u> (Bruce C. Cozadd)	Director	August 8, 2006
<u>/s/ William R. Rohn</u> (William R. Rohn)	Director	August 8, 2006

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## EXHIBIT INDEX

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[Letterhead of Cooley Godward LLP]

August 7, 2006

Cerus Corporation  
2525 Stanwell Drive, Suite 300  
Concord, CA 94520

Ladies and Gentlemen:

You have requested our opinion with respect to certain matters in connection with the filing by Cerus Corporation (the "Company") of a Registration Statement on Form S-8 (the "Registration Statement") with the Securities and Exchange Commission covering the offering of up to 800,000 shares of the Company's Common Stock, \$.001 par value per share, (the "Shares") pursuant to its 1999 Equity Incentive Plan (the "Plan").

In connection with this opinion, we have examined the Plan, the Registration Statement and related Prospectus, your Certificate of Incorporation and By-laws, as amended and restated, and such other documents, records, certificates, memoranda and other instruments as we deem necessary as a basis for this opinion. We have assumed the genuineness and authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies thereof, and the due execution and delivery of all documents where due execution and delivery are a prerequisite to the effectiveness thereof.

On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the Plan, the Registration Statement and related Prospectus, will be validly issued, fully paid, and nonassessable (except as to shares issued pursuant to certain deferred payment arrangements, which will be fully paid and nonassessable when such deferred payments are made in full).

We consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

Cooley Godward LLP

By: /s/ Suzanne Sawochka Hooper  
Suzanne Sawochka Hooper

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 1999 Equity Incentive Plan of Cerus Corporation of our reports dated February 22, 2006 with respect to the financial statements of Cerus Corporation, Cerus Corporation's management's assessment of the effectiveness of internal control over financial reporting, and the effectiveness of internal control over financial reporting of Cerus Corporation included in its Annual Report (Form 10-K) for the year ended December 31, 2005, filed with the Securities and Exchange Commission.

/s/ Ernst & Young, LLP

Palo Alto, California

August 7, 2006