

BIOTIME INC  
Form S-8 POS  
February 24, 2005

As filed with the Securities and Exchange Commission on February 24, 2005

Registration No. 333-122844

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1  
to  
FORM S-8  
REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933

BIOTIME, INC.  
(Exact name of Registrant as specified in charter)

California  
(State or other jurisdiction of  
incorporation or organization)

94-3127919  
(I.R.S. Employer  
Identification Number)

935 Pardee Street, Berkeley, California 94710  
(Address of principal executive offices) (Zip Code)

2002 Stock Option Plan  
(Full title of the plan)

Judith Segall  
Vice President  
BioTime, Inc.  
935 Pardee Street  
Berkeley, California 94710  
(Name and address of agent for service)

(510) 845-9535  
(Telephone number, including area code, of agent for service)

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Copies of all communications, including all communications sent to the agent for service, should be sent to:

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RICHARD S. SOROKO, ESQ.  
Lippenberger, Thompson, Welch, Soroko & Gilbert LLP  
201 Tamal Vista Blvd.  
Corte Madera, California 94925  
Tel. (415) 927-5200

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**Item 8. Exhibits.**

| <u>Exhibit<br/>Numbers</u> | <u>Description</u>                           |
|----------------------------|--|
| 4.1                        | Specimen of Common Share Certificate.        |
| 4.2                        | 2002 Stock Option Plan                       |
| 4.3                        | Amendment to 2002 Stock Option Plan          |
| 5.1                        | Opinion of Counsel                           |
| 23.1                       | Consent of BDO Seidman LLP*                  |
| 23.2                       | Consent of Deloitte & Touche LLP*            |
| 23.3                       | Consent of Counsel (Included in Exhibit 5.1) |

Incorporated by reference to Registration Statement on Form S-1, File Number 33-44549 filed with the Securities and Exchange Commission on December 18, 1991, and Amendment No. 1 and Amendment No. 2 thereto filed with the Securities and Exchange Commission on February 6, 1992 and March 7, 1992, respectively.

Incorporated by reference to Registration Statement on Form S-8, File Number 333-101651 filed with the Securities and Exchange Commission on December 4, 2002.

Previously filed.

\* Filed herewith.

II-1

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Post-Effective Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Berkeley, State of California on February 24, 2005.

BIOTIME, INC.

By: /s/ Judith Segall

\_\_\_\_\_  
Judith Segall, Vice President

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

/s/ Judith Segall      Vice President-Operations,      February 24, 2005  
JUDITH SEGALL      Member Office of  
the President\*, Secretary, and Director  
(Co-Principal Executive Officer)

/s/ Harold Waitz      Vice President, Member Office of      February 24, 2005  
HAROLD WAITZ      the President\*,  
and Director (Co-Principal Executive  
Officer)

/s/ Hal Sternberg      Vice President, Member Officer of      February 24, 2005  
HAL STERNBERG      the President\*,  
and Director (Co-Principal Executive  
Officer)

/s/ Steven Seinerberg      Chief Financial Officer      February 24, 2005  
STEVEN SEINBERG      (Principal Financial and Accounting  
Officer)

MICHAEL D. WEST      Director      \_\_\_\_\_, 2005

KATHERINE      Director      \_\_\_\_\_, 2005  
GORDON

/s/ Milton Dresner      Director      February 24, 2005  
MILTON DRESNER

VALETA GREGG      Director      \_\_\_\_\_, 2005

\*The Office of the President is composed of three executive officers of the registrant who collectively exercise the powers of the Chief Executive Officer.



**EXHIBIT INDEX**

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