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GENOME THERAPEUTICS CORP

Form S-8

July 26, 2002

As filed with the Securities and Exchange Commission on July 26, 2002

Registration No. 333-_____

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

GENOME THERAPEUTICS CORP.
(Exact name of registrant as specified in its charter)

Massachusetts
(State or other jurisdiction
of incorporation or organization)

04-2297484
(I.R.S. Employer
Identification No.)

100 Beaver Street, Waltham, Massachusetts 02453
(Address of principal executive offices, including zip code)

Genome Therapeutics Corp. Employee Stock Purchase Plan
(Full title of the plan)

Stephen Cohen
Genome Therapeutics Corp.
100 Beaver Street
Waltham, Massachusetts 02453
(781) 398-2300

With a copy to:
Patrick O'Brien, Esq.
Ropes & Gray
One International Place
Boston, Massachusetts 02110-2624
(617) 951-7000

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

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share(1)	Proposed Maximum Aggregate Offering Price(1)

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Common Stock, \$.10 par value per share(2)	250,000 shares	\$1.92	\$480,000.00
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- (1) The offering price has been estimated solely for the purpose of determining the registration fee pursuant to Rule 457(c) and (h) on the basis of the average of the high and low prices of Genome Therapeutics Corp.'s common stock, par value \$.10 per share, as reported by the National Association of Securities Dealers Automated Quotation system on July 23, 2002.
- (2) The number of securities being carried forward from the Registrant's Registration Statement on Form S-8 (File No. 333-39390) is 250,000 and the amount of the filing fee previously paid with respect to these securities was \$1,728.54.

Exhibit Index can be found on page 5.

This is page 1 of 11 pages.

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The contents of the Registration Statement on Form S-8 (File No. 333-39390) previously filed with the Securities and Exchange Commission are hereby incorporated by reference in this Registration Statement. This Registration Statement is being filed for the sole purpose of increasing the number of shares registered under the Genome Therapeutics Corp. Employee Stock Purchase Plan, as amended, by 250,000 shares.

ITEM 8. Exhibits

- Exhibit 4(a) The Company's Employee Stock Purchase Plan, as amended.
- Exhibit 5 Opinion of Ropes & Gray.
- Exhibit 23(a) Consent of Ropes & Gray (contained in Exhibit 5).
- Exhibit 23(b) Consent of Arthur Anderson LLP (omitted pursuant to Rule 437(a)).*
- Exhibit 24 Power of Attorney (included as part of the signature pages to this Registration Statement).

* After reasonable efforts, we have not been able to obtain the consent of Arthur Anderson LLP to the incorporation in this Registration Statement of their report with respect to our consolidated financial statements, which appeared in our Annual Report on Form 10-K/A for the year ended December 31, 2001. Under these circumstances, Rule 437(a) under the Securities Act of 1933, as amended, permits this Registration Statement to be filed without a written consent from Arthur Anderson LLP. Because Arthur Anderson LLP has not consented to the incorporation by reference of their report into this Registration Statement, you will not be able to assert claims against Arthur Anderson LLP under Section 11 of the Securities Act of 1933, as amended, for any untrue statement of a material fact contained in our consolidated financial statements for the year ended December 31, 2001 or any omissions to state a material fact required to be

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stated therein.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that its 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 Waltham, Commonwealth of Massachusetts, on this 26th day of July, 2002.

GENOME THERAPEUTICS CORP.

/s/ STEVEN M. RAUSCHER

Name: Steven M. Rauscher
Title: President and
Chief Executive Officer

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KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Steven M. Rauscher and Stephen Cohen and each of them singly, with full power to act without the other, his true and lawful attorneys-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities to sign any or all amendments to this registration statement, including post-effective amendments, 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 and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any substitutes lawfully do or cause to be done by virtue hereof.

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

Signature	Title	Date
/s/ ROBERT J. HENNESSEY ----- Robert J. Hennessey	Director and Chairman of the Board	July 26, 2002

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/s/ STEVEN M. RAUSCHER ----- Steven M. Rauscher	Director, President and Chief Executive Officer	July 26, 2002
/s/ STEPHEN COHEN ----- Stephen Cohen	Chief Financial Officer, Senior Vice President and Principal Financial Officer	July 26, 2002
/s/ MARC GARNICK ----- Marc Garnick	Director	July 26, 2002
/s/ PHILIP LEDER ----- Philip Leder	Director	July 26, 2002
/s/ LAWRENCE LEVY ----- Lawrence Levy	Director	July 26, 2002
/s/ NORBERT RIEDEL ----- Norbert Riedel	Director	July 26, 2002
/s/ DAVID K. STONE ----- David K. Stone	Director	July 26, 2002

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EXHIBIT INDEX

Number	Title of Exhibit	Page
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4(a)	Employee Stock Purchase Plan	6
5	Opinion of Ropes & Gray	11
23(a)	Consent of Ropes & Gray	Contained in Exhibit 5
23(b)	Consent of Arthur Anderson LLP	Omitted pursuant to Rule 437(a)*
24	Power of Attorney	Included as part of the Signatures to this Registration

* After reasonable efforts, we have not been able to obtain the consent of Arthur Anderson LLP to the incorporation in this Registration Statement of their report with respect to our consolidated financial statements, which appeared in our Annual Report on Form 10-K/A for the year ended December 31, 2001. Under these circumstances, Rule 437(a) under the Securities Act of 1933, as amended, permits this Registration Statement to be filed without a written consent from Arthur Anderson LLP. Because Arthur Anderson LLP has not consented to the

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