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BIOQUAL INC
Form S-8 POS
May 09, 2002

As filed with the Securities and Exchange Commission on May 9, 2002

Registration No. 333-72963

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

BIOQUAL, INC.

(Exact name of registrant as specified in its charter)

Delaware

13-3078199

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer Identification No.)

9600 Medical Center Drive, Rockville, Maryland 20850

(Address of Principal Executive Offices) (Zip Code)

Diagnon Corporation 1988 Stock Option Plan
Diagnon Corporation 1998 Stock Option Plan

(Full Title of the Plan)

Dr. John C. Landon
Chairman, President and Chief Executive Officer
BIOQUAL, Inc.

9600 Medical Center Drive, Rockville, Maryland 20850 (301) 251-2801

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

Copy to:

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Laurence S. Lese, Esq.

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1667 K Street, N.W., Suite 700

Washington, D.C. 20006

(202) 776-7800

Effective January 1, 2000, the Registrant changed its name from Diagnon Corporation to BIOQUAL, Inc. The name of the two stock option plans which are subject to this registration statement are Diagnon Corporation 1988 Stock Option Plan and Diagnon Corporation 1998 Stock Option Plan. The names of these plans did not change when the Registrant's name changed on January 1, 2000. The purpose for filing this post-effective amendment is to terminate the Registrant's Form S-8 registration under the Securities Act of 1933. As a result, the Registrant hereby deregisters and withdraws from registration all

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shares of its common stock, par value \$.01 per share, that remain unissued pursuant to the above-referenced stock option plans; thus, the shares of Registrant's common stock remaining unissued upon termination of this registration statement will no longer be registered under the Act. Therefore, if Registrant in the future should grant any options under the plans, the options and the shares of Registrant's common stock underlying those options will not be registered under the Act. In granting any future options, Registrant will rely upon an exemption from registration that is available at that time under the Act.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 Post-Effective Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rockville, State of Maryland, on the 8th day of May 2002.

BIOQUAL, INC.

By: /s/ John C. Landon

John C. Landon
Chairman of the Board, President and Chief
Executive Officer

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

| Signature ----- | Title ----- | Date ----- |
|---|---|---------------|
| /s/ John C. Landon ----- John C. Landon | Chairman of the Board, President and Chief Executive Officer | May 8, 2002 |
| /s/ David A. Newcomer ----- David A. Newcomer | Chief Financial Officer | May 8, 2002 |
| /s/ Michael P. O'Flaherty ----- Michael P. O'Flaherty | Chief Operating Officer and Secretary | May 8, 2002 |
| /s/ J. Thomas August ----- J. Thomas August | Director | May 8, 2002 |
| /s/ Charles C. Francisco ----- Charles C. Francisco | Director | May 8, 2002 |
| /s/ Charles F. Gauvin ----- | Director | May 8, 2002 |

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Charles F. Gauvin