

INOVIO BIOMEDICAL CORP  
Form S-8  
May 09, 2008

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM S-8**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

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**INOVIO BIOMEDICAL CORPORATION**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**

(State or other jurisdiction of incorporation or  
organization)

**33-0969592**

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

**11494 Sorrento Valley Road**

**San Diego, California 92121-1318**

**(858) 597-6006**

(Address of Principal Executive Offices and Zip Code)

**INOVIO BIOMEDICAL CORPORATION 2007 OMNIBUS INCENTIVE PLAN**

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(Full Title of the Plans)

**Avtar Dhillon, M.D.**

**Chief Executive Officer and President**

**11494 Sorrento Valley Road**

**San Diego, California 92121**

**Telephone (858) 597-6006**

**Facsimile (858) 597-0451**

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

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**Copies to**

**Mark A. Klein, Esq.**

**Shoshannah D. Katz, Esq.**

**Kirkpatrick & Lockhart Preston Gates Ellis LLP**

**10100 Santa Monica Blvd., 7th Floor**

**Los Angeles, CA 90067**

**Telephone (310) 552-5000**

**Facsimile (310) 552-5001**

**CALCULATION OF REGISTRATION FEE**

<b>Title of securities to be registered</b>	<b>Amount to be registered (1)</b>	<b>Proposed maximum offering price per share(2)</b>	<b>Proposed maximum aggregate offering price</b>	<b>Amount of registration fee</b>
Common Stock, par value \$0.001 per share (3)	1,000,000	\$ 0.875	\$ 875,000	\$ 34.39

(1) This Registration Statement also registers additional securities to be offered or issued upon adjustments or changes made to registered securities by reason of any stock splits, stock dividends or similar transactions as permitted by Rule 416(a) and Rule 416(b) under the Securities Act of 1933, as amended (the Securities Act ).

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(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and (h). The fee is calculated on the basis of the average of the high and low prices for the Registrant's Common Stock reported on the American Stock Exchange on May 8, 2008.

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**REGISTRATION OF ADDITIONAL SECURITIES**

This Registration Statement is being filed pursuant to General Instruction E of Form S-8 under the Securities Act of 1933, as amended, to register an additional 1,000,000 shares of common stock issuable pursuant to the Inovio Biomedical Corporation 2007 Omnibus Incentive Plan (the Plan ). The Board of Directors of the Company recommended for approval and, on May 2, 2008, the stockholders approved an amendment to the Plan that increased the number of shares available for issuance under the Plan from 750,000 to 1,750,000. The contents of the Registration Statement on Form S-8 of Inovio Biomedical Corporation (No. 333-142938) relating to the Plan are incorporated by reference into this Registration Statement.

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**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits.**

<b>No.</b>	<b>Description</b>
3.1	Certificate of Incorporation (incorporated by reference to Exhibit 3.1 of the Registrant's Registration Statement on Form S-3 (File No. 333-108752) filed on September 12, 2003)
3.2	Certificate of Amendment to Amended and Restated Certificate of Incorporation as filed with the Delaware Secretary of State on September 10, 2004 (incorporated by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K filed September 16, 2004)
3.3	Certificate of Amendment of the Amended and Restated Certificate of Incorporation as filed with the Delaware Secretary of State on March 31, 2005 (incorporated by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K filed on April 4, 2005)
3.4	Amended and Restated Bylaws, as amended through November 30, 2007 (incorporated by reference to Exhibit 3.2 of the Registrant's Form 8-K filed on December 6, 2007).
4.1	Amended and Restated Stockholders Rights Agreement dated June 20, 1997 by and between the Registrant and Computershare Trust Company of Canada, as amended on March 25, 2003 (incorporated by reference to Exhibit A to the Registrant's Definitive Proxy Statement filed on April 28, 2003).
4.2	First Amended and Restated Inovio Biomedical Corporation 2007 Omnibus Incentive Plan
4.3	Form of Restricted Stock Award Grants under the 2007 Omnibus Stock Incentive Plan (incorporated by reference to Exhibit 4.3 to the Registrant's Registration Statement on Form S-8 filed with the Securities and Exchange Commission on May 14, 2007).
4.4	Form of Incentive and Non-Qualified Stock Option Grants under the 2007 Omnibus Stock Incentive Plan (incorporated by reference to Exhibit 4.4 to the Registrant's Registration Statement on Form S-8 filed with the Securities and Exchange Commission on May 14, 2007).
5.1	Opinion of Kirkpatrick & Lockhart Preston Gates Ellis LLP
23.1	Consent of Kirkpatrick & Lockhart Preston Gates Ellis LLP (included in Exhibit 5.1)
23.2	Consent of Independent Registered Public Accounting Firm
24.1	Power of Attorney (included on signature page)

**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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Diego, State of California on this 8<sup>th</sup> day of May, 2008.

**INOVIO BIOMEDICAL CORPORATION**

By: /s/ Avtar Dhillon M.D.  
Avtar Dhillon, M.D.  
President and Chief Executive Officer

By: /s/ Peter D. Kies  
Peter D. Kies  
Chief Financial Officer

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Avtar Dhillon, M.D., as his or her true and lawful attorney-in-fact and agent, with full power of substitution for him or her 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 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 substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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

<b>Signature</b>	<b>Capacity</b>	<b>Date</b>
/s/ Avtar Dhillon, M.D. Avtar Dhillon, M.D.,	President and Chief Executive Officer, Director	May 8, 2008
/s/ James L. Heppell James L. Heppell	Chairman of the Board and a Director	May 8, 2008
/s/ Riaz Bandali Riaz Bandali	Director	May 8, 2008
/s/ Simon X. Benito	Director	May 8, 2008

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Simon X. Benito

/s/ Tazdin Esmail  
Tazdin Esmail

Director

May 8, 2008

/s/ Robert W. Rieder  
Robert W. Rieder

Director

May 8, 2008

/s/ Stephen Rietiker  
Stephen Rietiker

Director

May 8, 2008

/s/ Patrick Gan  
Patrick Gan

Director

May 8, 2008

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**EXHIBITS INDEX**

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