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INCARA PHARMACEUTICALS CORP  
Form POS AM  
August 31, 2001

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON AUGUST 31, 2001  
REGISTRATION STATEMENT NO. 333-66500

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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

INCARA PHARMACEUTICALS CORPORATION  
(Exact name of registrant as specified in its charter)

DELAWARE	8731	56-1924222
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification No.)

79 T.W. Alexander Drive  
4401 Research Commons, Suite 200  
P. O. Box 14287  
Research Triangle Park, North Carolina 27709  
(Address, including zip code, and telephone number, including area code, of  
registrant's principal executive offices)

CLAYTON I. DUNCAN  
CHAIRMAN AND CHIEF EXECUTIVE OFFICER  
INCARA PHARMACEUTICALS CORPORATION  
79 T.W. ALEXANDER DRIVE, 4401 RESEARCH COMMONS, SUITE 200  
P. O. Box 14287  
RESEARCH TRIANGLE PARK, NORTH CAROLINA 27709  
(919) 558-8688  
(Name, address, including zip code, and telephone number, including area code,  
of agent for service)

COPY TO:

ALEXANDER M. DONALDSON, ESQ.  
WYRICK ROBBINS YATES & PONTON LLP  
4101 LAKE BOONE TRAIL, SUITE 300  
RALEIGH, NORTH CAROLINA 27607  
(919) 781-4000  
FAX (919) 781-4865

DATE OF COMMENCEMENT OF SALE TO THE PUBLIC: July 10, 2001

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If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

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 CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities Registered	Aggregate Purchase Price (1)	Registr
Common Stock, \$0.001 par value per share; Warrants to purchase Common Stock	\$9,170,102.20	\$2,292.53

- (1) Pursuant to Rule 457(g), no registration fee is attributable to the warrants registered hereby. However, \$2,192,352.20 of the securities registered hereby represents common stock which may be issued upon the exercise of the warrants.
- (2) Includes \$3,168.00 previously paid on filing, leaving a balance of \$0 paid with this amendment.

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 The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

In accordance with Rule 429 of the General Rules and Regulations under the Securities Act of 1933, the prospectus included in this Registration Statement is a combined prospectus which also relates to the common stock registered under the Registrant's earlier Registration Statement No. 333-64868.

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EXPLANATORY NOTE

The Registrant has filed this Post-Effective Amendment to this Registration Statement solely for purposes of removing from registration \$3,022,250.50 worth of common stock and \$807,647.85 worth of common stock issuable pursuant to warrants to purchase common stock which remained unsold at the termination of the offering on August 30, 2001.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Post-Effective Amendment No. 1 to its registration statement (No. 333-66500) to be signed on its behalf by the undersigned, thereunto duly authorized, in Research Triangle Park, North Carolina, on the 31st day of August, 2001.

INCARA PHARMACEUTICALS CORPORATION

By: /s/ Clayton I. Duncan

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Clayton I. Duncan,  
Chairman, President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to its registration statement (No. 333-66500) has been signed below by the following persons in the capacities and on the date indicated.

Signature -----	Title -----
/s/ Clayton I. Duncan ----- Clayton I. Duncan	Chairman, President, Chief Executive Officer and Director (Principal Executive Officer)
/s/ Richard W. Reichow ----- Richard W. Reichow	Executive Vice President, Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)
* ----- Eugene J. McDonald	Director
* ----- Stephen M. Prescott	Director
* ----- David B. Sharrock	Director
-----	Director

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Edgar H. Schollmaier

\*By: /s/ Clayton I. Duncan  
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Clayton I. Duncan  
Attorney-in-Fact

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