

RTI Biologics, Inc.  
Form S-8  
February 27, 2008

As filed with the Securities and Exchange Commission on February 27, 2008

Registration No. 333-

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

**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**RTI BIOLOGICS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**59-3466543**  
(I.R.S. Employer  
Identification No.)

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11621 Research Circle

Alachua, FL  
(Address of Principal Executive Offices)

32615  
(Zip Code)

**Biodynamics International, Inc. 1996 Stock Option Plan**

**Tutogen Medical, Inc. 2006 Incentive and Non-Statutory Stock Option Plan**

(Full title of the plan)

**Thomas F. Rose**

**RTI Biologics, Inc.**

**11621 Research Circle**

**Alachua, FL 32615**

(Name and Address of Agent for Service)

**(386) 418-8888**

(Telephone number, including area code, of agent for service)

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

**Warren J. Nimetz, Esq.**

**Fulbright & Jaworski L.L.P.**

**666 Fifth Avenue**

**New York, NY 10103**

**(212) 318-3000**

**Facsimile: (212) 318-3400**

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definition of "accelerated filer", "large accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated Filer  Accelerated Filer  Non-Accelerated Filer  Smaller Reporting Company

### CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common stock, par value \$0.001 per share	3,500,000	\$ 8.015(2)	\$ 28,052,500(2)	\$ 1,103(2)

- (1) This registration statement shall also cover any additional indeterminable number of shares as may be required pursuant to the Biodynamics International, Inc. 1996 Stock Option Plan and the Tutogen Medical, Inc. 2006 Incentive and Non-Statutory Stock Option Plan, in the event of a stock dividend, stock split, recapitalization or other similar change in the common stock of RTI Biologics, Inc.
- (2) The price is estimated in accordance with Rule 457(h)(1) of the Securities Act of 1933, as amended, solely for the purpose of calculating the registration fee, based on the average of the high and low prices per share of the common stock of RTI Biologics, Inc., as reported on the Nasdaq Global Market on February 25, 2008.

**PART I**

**INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS**

In accordance with the rules and regulations of the Securities and Exchange Commission (the Commission ), the documents containing the information called for in Part I of Form S-8 will be sent or given to individuals who participate in the Biodynamics International, Inc. 1996 Stock Option Plan or the Tutogen Medical, Inc. 2006 Incentive and Non-Statutory Stock Option Plan adopted by RTI Biologics, Inc. (the Company or the Registrant ) and are not being filed with or included in this Form S-8.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The following documents filed by the Company are incorporated herein by reference:

- (i) the Company's annual report on Form 10-K for the year ended December 31, 2007; and
- (ii) (iii) the description of the Company's common stock contained in the registration statement on Form 8-A, dated August 7, 2000.

In addition to the foregoing, all documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, prior to the filing of a post-effective amendment indicating that all of the securities offered hereunder have been sold or deregistering all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be part hereof from the date of filing of such documents. Any statement contained in a document incorporated by reference in this Registration Statement shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document that is also incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

**Item 4. Description of Securities.**

Not applicable.

**Item 5. Interest of Named Experts and Counsel.**

Not applicable.

**Item 6. Indemnification of Directors and Officers.**

Section 145 of the General Corporation Law of Delaware permits indemnification of directors, officers and employees of a corporation under certain conditions and subject to certain limitations. The Certificate of Incorporation and By-Laws of the Company contain provisions for the indemnification of directors, officers and employees within the limitations permitted by Section 145.

**Item 7. Exemption From Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
4.1	Biodynamics International, Inc. 1996 Stock Option Plan.
4.2	Tutogen Medical, Inc. 2006 Incentive and Non-Statutory Stock Option Plan.
5.1	Opinion of Fulbright & Jaworski L.L.P.
23.1	Consent of Deloitte & Touche LLP.
23.2	Consent of Fulbright & Jaworski L.L.P. (included in Exhibit 5.1).
24.1	Power of Attorney (included in signature page).

**Item 9. Undertakings.**

(a) The undersigned Registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement to include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement.
- (2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof;
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

- (h) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

**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 city of Alachua, state of Florida, on the 27th day of February, 2008.

**RTI BIOLOGICS, INC.**

By: /s/ Brian K. Hutchison  
 Brian K. Hutchison  
 Chairman and Chief Executive Officer

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Brian K. Hutchison and Thomas F. Rose, or either of them, as such person's true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for such person and in such person's name, place and stead, in any and all capacities, to sign any and all amendments (including pre- or post- effective amendments) to this Registration Statement and any additional registration statement pursuant to Rule 462 under the Securities Act 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 such person might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either 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 Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

Name	Title	Date
/s/ Brian K. Hutchison Brian K. Hutchison	Chief Executive Officer and Director (Principal Executive Officer)	February 27, 2008
/s/ Thomas F. Rose Thomas F. Rose	Executive Vice President and Chief Financial Officer  (Principal Financial  and Accounting Officer)	February 27, 2008
/s/ Julianne Bowler Julianne Bowler	Director	February 27, 2008
/s/ Philip R. Chapman Philip R. Chapman	Director	February 27, 2008



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Name	Title	Date
/s/ Roy D. Crowninshield Roy D. Crowninshield	Director	February 27, 2008
/s/ Neal B. Freeman Neal B. Freeman	Director	February 27, 2008
/s/ Peter F. Gearen Peter F. Gearen	Director	February 27, 2008
/s/ Udo Henseler Udo Henseler	Director	February 27, 2008
/s/ Guy L. Mayer Guy L. Mayer	Director	February 27, 2008
Michael J. Odrich	Director	
/s/ Gregory P. Rainey Gregory P. Rainey	Director	February 27, 2008
/s/ David J. Simpson David J. Simpson	Director	February 27, 2008
/s/ Adrian J. R. Smith Adrian J. R. Smith	Director	February 27, 2008

INDEX TO EXHIBITS

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