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CYTOGEN CORP  
Form S-8 POS  
June 28, 2004

As filed with the Securities and Exchange Commission on June 28, 2004  
Registration Statement No. 333-59718

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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POST-EFFECTIVE AMENDMENT NO. 1 TO  
FORM S-8

REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933

CYTOGEN CORPORATION

-----  
(Exact Name of Registrant as Specified in Its Charter)

Delaware

22-2322400

-----  
(State or Other Jurisdiction  
of Incorporation or Organization)

-----  
(I.R.S. Employer  
Identification Number)

650 College Road East, 3rd Floor  
Princeton, New Jersey 08540  
(609) 750-8200

-----  
(Address, Including Zip Code, and Telephone Number, Including  
Area Code, of Registrant's Principal Executive Offices)

Donald L. Novajosky, Esq.  
Director, Legal  
Cytogen Corporation  
650 College Road East, 3rd Floor  
Princeton, New Jersey 08540  
(609) 750-8222

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(Name, Address, Including Zip Code, and Telephone Number,  
Including Area Code, of Agent for Service)

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COPY TO:

William J. Thomas, Esq.  
Wilmer Cutler Pickering Hale and Dorr LLP  
650 College Road East, 4th Floor  
Princeton, New Jersey 08540  
(609) 750-7600

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EXPLANATORY STATEMENT

On April 27, 2001, Cytogen Corporation (the "Company") filed a registration statement on Form S-8 (File No. 333-59718) to register 200,000 shares of the Company's Common Stock, par value \$0.01 per share (the "Common

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Stock") for issuance in connection with the Company's Retirement Savings Plan (the "Savings Plan").

Pursuant to Item 512(a)(3) of Regulation S-K, this Post-Effective Amendment No. 1 to Form S-8 is being filed in order to deregister and withdraw from registration all shares of the Company's Common Stock and plan interests remaining unsold under Registration Statement No. 333-59718 as of the date hereof.

Based on the Company's review of Section 3(a)(2) of the Securities Act of 1933, and the rules and regulations promulgated thereunder, the Company believes registration of the Common Stock and plan interests relating to the Savings Plan is no longer necessary.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Princeton, State of New Jersey, on June 28, 2004.

CYTOGEN CORPORATION

By: /s/ Michael D. Becker

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Michael D. Becker  
President and Chief Executive Officer

SIGNATURES AND POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints Michael D. Becker and Christopher P. Schnittker, and each of them, his true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution, for him and in his name, place and stead, 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 all 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 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.

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SIGNATURE	TITLE	DATE
----- /s/ Michael D. Becker ----- Michael D. Becker	President, Chief Executive Officer and Director (Principal Executive Officer)	June 28, 2004
----- /s/ Christopher P. Schnittker ----- Christopher P. Schnittker	Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	June 28, 2004
----- /s/ John E. Bagalay, Jr. ----- John E. Bagalay, Jr.	Director	June 25, 2004
----- /s/ Allen Bloom ----- Allen Bloom	Director	June 24, 2004
----- /s/ Stephen K. Carter ----- Stephen K. Carter	Director	June 23, 2004
----- /s/ James A. Grigsby ----- James A. Grigsby	Director	June 28, 2004
----- /s/ Robert F. Hendrickson ----- Robert F. Hendrickson	Director	June 21, 2004
----- /s/ Kevin G. Lokay ----- Kevin G. Lokay	Director	June 22, 2004
----- /s/ H. Joseph Reiser ----- H. Joseph Reiser	Director	June 22, 2004