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BIOENVISION INC
Form S-8
December 19, 2006

As filed with the Securities and Exchange Commission on December 19, 2006.

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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

BIOENVISION, INC.
(Exact name of issuer as specified in its charter)

Delaware
(State of Incorporation) 13-4025857
(IRS Employer Identification Number)

345 Park Avenue, 41st Floor, New York, NY 10154
(Address of Principal Executive Offices) (Zip Code)

BIOENVISION, INC.
2003 STOCK INCENTIVE PLAN
(Full title of the Plan)

Christopher B. Wood, M.D., Chairman and Chief Executive Officer
Bioenvision, Inc.
345 Park Avenue, 41st Floor
New York, NY 10154
(Name and address of agent for service)

(212) 750-6700
(Telephone number, including area code, of agent for service)

copy to:
J. Mark Poerio, Esq.
Paul, Hastings, Janofsky & Walker LLP
875 15th Street, NW
Washington, DC 20005
(202) 551-1780
(Name, address and telephone number of agent for service)

Title of Securities to be registered	CALCULATION OF REGISTRATION FEE			
	Amount to be registered	Proposed Maximum Offering Price Per Unit	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
2003 Stock Incentive Plan, Common Shares, par value \$.001 per share (1)	2,250,000	\$ 4.96 (2)	\$ 11,160,000	\$ 11,160,000

(1) Registered herein are 2,250,000 shares of the Registrant's Common Shares that may be issued pursuant to its 2003 Stock Incentive Plan. Also registered

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hereunder are such additional number of Common Shares, presently indeterminable, as may be necessary to satisfy the anti-dilution provisions of the Plans to which this Registration Statement relates in accordance with Rule 416 under the Securities Act of 1933, as amended (the "Securities Act").

(2) Calculated pursuant to paragraphs (c) and (h) of Rule 457 of the Securities Act, the proposed maximum offering price per share of the shares being registered is estimated solely for the purpose of determining the registration fee, based upon the average of the high and low sales prices per share of the Registrant's Common Stock (\$4.96 per share), as reported on the National Association of Securities Dealers Automated Quotation, National Market System on December 13, 2006, which is within five business days prior to the date of filing of this Registration Statement.

EXPLANATORY NOTE

Pursuant to General Instruction E of Form S-8 under the Securities Act of 1933, as amended, this registration statement on Form S-8 (the "Registration Statement") of Bioenvision, Inc. (the "Company") is being filed in order to register 2,250,000 additional shares of the Company's common stock, \$0.001 par value per share, which may be issued from time to time under the Company's 2003 Stock Incentive Plan, as amended December 17, 2004. The contents of the registration statement on Form S-8, filed on February 25, 2004 (SEC File No. 333-113094) and post-effective amendment no. 1 to Form S-8, filed on January 6, 2005 (SEC File No. 333-113094) are incorporated by reference into this Registration Statement.

ITEM 8. EXHIBITS

EXHIBIT

NO.	DESCRIPTION
4.1	Bioenvision, Inc. 2003 Stock Incentive Plan, as amended (Annex A and Annex B to the Company's definitive proxy statement on Schedule 14-A, filed in connection with the annual meeting of stockholders held on December 15, 2006 (SEC File No. 001-31787), which is incorporated herein by reference)
5.1	Opinion of Paul, Hastings, Janofsky & Walker LLP regarding the legality of the securities being registered by the Company (filed herewith)
23.1	Consent of J.H. Cohn LLP, Independent Registered Public Accounting Firm (filed herewith)
23.2	Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm (filed herewith)
23.3	Consent of Grant Thornton LLP, Independent Registered Public Accounting Firm (filed herewith)

23.4	Consent of Paul, Hastings, Janofsky & Walker LLP (included in Exhibit 5.1)
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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Bioenvision, Inc. 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 New York, State of New York, on this 19th day of December, 2006.

BIOENVISION, INC.
A Delaware corporation (Registrant)

By: /s/ Christopher B. Wood

Name: Christopher B. Wood
Title: Chairman and Chief Executive Officer

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

Signature	Title	Date
/s/ Christopher B. Wood ----- Christopher B. Wood	Chairman and Chief Executive Officer (Principal Executive Officer)	December 19, 2006
/s/ James S. Scibetta ----- James S. Scibetta	Chief Financial Officer (Principal Accounting Officer)	December 19, 2006
/s/ Michael Kauffman ----- Michael Kauffman	Director	December 19, 2006
/s/ Steven A. Elms ----- Steven A. Elms	Director	December 19, 2006

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/s/ Andrew Schiff

Director

December 19, 2006

Andrew Schiff

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INDEX TO EXHIBITS

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