

Edgar Filing: EZ EM INC - Form S-8 POS

EZ EM INC  
Form S-8 POS  
December 17, 2002

Registration No. 33-00184

As filed with the Securities and Exchange Commission on December 17, 2002

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

-----

POST-EFFECTIVE AMENDMENT NO. 1  
TO  
FORM S-8  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

-----

E-Z-EM, INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of incorporation  
or organization)

11-1999504  
(I.R.S. Employer  
Identification No.)

1111 Marcus Avenue  
Lake Success, New York 11042  
(Address of Principal Executive Offices) (Zip Code)

E-Z-EM, Inc. Employee Stock Purchase Plan  
(Full title of the plan)

Anthony A. Lombardo  
E-Z-EM, Inc.  
1111 Marcus Avenue  
Lake Success, New York 11042  
516-333-8230  
(Name, Address and Telephone Number, including Area Code, of Agent for Service)

Copies to:  
Guy P. Lander, Esq.  
Davies Ward Phillips & Vineberg LLP  
625 Madison Avenue, 12th Floor  
New York, New York 10022

-----

DEREGISTRATION OF SECURITIES

On September 10, 1985, the Company filed a registration statement on Form S-8 (File No. 33-00184) (the "Registration Statement") relating to 100,000 shares of common stock, par value \$0.10 per share, issuable under its Employee Stock Purchase Plan (the "Purchase Plan"). In October 1992, the Company effected a recapitalization ("1992 Recapitalization") of its capital stock pursuant to which its outstanding shares of common stock were divided equally into shares of Class A voting common stock, par value \$0.10 per share ("Class A Shares"), and Class B non-voting common stock, par value \$0.10 per share ("Class B Shares"). Following the 1992 Recapitalization, all shares issued under the Purchase Plan were Class B Shares. In October 2002, the Company effected a recapitalization

Edgar Filing: EZ EM INC - Form S-8 POS

("2002 Recapitalization") by which all of its outstanding Class A Shares and Class B Shares were converted on a one-for-one basis into shares of a single, newly-created class of common stock, par value \$0.10 per share ("Common Stock"). Consequently, any shares to be issued under the Purchase Plan following the 2002 Recapitalization will be shares of Common Stock. This Post-Effective Amendment No. 1 to the Registration Statement hereby deregisters any and all shares of common stock of the Company that were previously registered pursuant to the Registration Statement that have not been sold or otherwise issued as of the date hereof. On October 31, 2002, the Company filed a registration statement on Form S-8 (Registration No. 333-100878) relating to the shares of Common Stock issuable under the Purchase Plan.

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 Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Lake Success, State of New York, on the 16th day of December, 2002.

E-Z-EM, Inc.

By: /s/ Anthony A. Lombardo

-----  
Anthony A. Lombardo, President and  
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Registration Statement on Form S-8 has been signed below by the following persons in the capacities indicated on the 16th day of December, 2002.

Signature -----	Title -----
/s/ Howard S. Stern ----- Howard S. Stern	Chairman of the Board and Director
/s/ Anthony A. Lombardo ----- Anthony A. Lombardo	President, Chief Executive Officer and Director
/s/ Dennis J. Curtin ----- Dennis J. Curtin	Chief Financial Officer (Principal Financial and Accounting Officer)
/s/ Michael A. Davis ----- Michael A. Davis	Director

Edgar Filing: EZ EM INC - Form S-8 POS

/s/ Paul S. Echenberg                      Director  
-----  
Paul S. Echenberg

/s/ James L. Katz                            Director  
-----  
James L. Katz

/s/ Donald A. Meyer                        Director  
-----  
Donald A. Meyer

/s/ David P. Meyers                        Director  
-----  
David P. Meyers

/s/ George P. Ward                         Director  
-----  
George P. Ward

/s/ Robert J. Beckman                      Director  
-----  
Robert J. Beckman