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ATRIX LABORATORIES INC
Form S-3MEF
December 06, 2001

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON DECEMBER 6, 2001.
REGISTRATION NO. 333-_____

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

ATRIX LABORATORIES, INC.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE
(STATE OR OTHER JURISDICTION
OF INCORPORATION OR ORGANIZATION)

84-1043826
(I.R.S. EMPLOYER
IDENTIFICATION NUMBER)

2579 MIDPOINT DRIVE
FORT COLLINS, COLORADO 80525
(970) 482-5868
(ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING AREA CODE,
OF REGISTRANT'S PRINCIPAL EXECUTIVE OFFICES)

BRIAN G. RICHMOND
CHIEF FINANCIAL OFFICER AND ASSISTANT SECRETARY
ATRIX LABORATORIES, INC.
2579 MIDPOINT DRIVE
FORT COLLINS, COLORADO 80525
(970) 482-5868
(NAME, ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER,
INCLUDING AREA CODE, OF AGENT FOR SERVICE)

COPIES TO:
BRIAN V. CAID, ESQ.
MORRISON & FOERSTER LLP
370 SEVENTEENTH STREET, SUITE 5200
DENVER, COLORADO 80202
(303) 592-1500

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO PUBLIC: From time to
time after the effective date of this Registration Statement

If the only securities being registered on this Form are being offered
pursuant to dividend or interest reinvestment plans, please check the following
box. []

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. [X]

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

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effective registration statement for the same offering. [X] Registration No. 333-55634

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 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. []

CALCULATION OF REGISTRATION FEE				
TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE (1)	PROPOSED MAXIMUM OFFERING PRICE PER SHARE (1)	PROPOSED MAXIMUM OFFERING PRICE PER SHARE (1)
Common Stock, \$0.001 par value per share(2)	99,750	\$24.94		\$2,

- (1) Estimated solely for the purpose of computing the amount of the registration fee in accordance with Rule 457(c) under the Securities Act of 1933 based on the average of the high and low selling prices per share of the registrant's common stock on December 4, 2001 as reported on The Nasdaq National Market.
- (2) Each share of common stock includes a right to purchase one one-hundredth of a share, or a Unit, of Series A Preferred Stock pursuant to a Rights Agreement between the registrant and American Stock Transfer & Trust Company, as rights agent.

INCORPORATION BY REFERENCE OF
REGISTRATION STATEMENT ON FORM S-3

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933. This Registration Statement hereby incorporates by reference in its entirety the contents of the Registrant's Registration Statement on Form S-3, as amended (File No. 333-55634), declared effective by the Securities and Exchange Commission on June 5, 2001, including the documents incorporated by reference or deemed to be incorporated by reference therein.

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-3 and has duly caused this registration

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statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fort Collins, State of Colorado, on December 6, 2001.

ATRIX LABORATORIES, INC.

By: /s/ Brian G. Richmond

Brian G. Richmond, Chief Financial Officer
and Assistant Secretary

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:

SIGNATURE	TITLE	DATE
* ----- David R. Bethune	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	December 6, 2001
/s/ Brian G. Richmond ----- Brian G. Richmond	Chief Financial Officer and Assistant Secretary (Principal Financial and Accounting Officer)	December 6, 2001
* ----- H. Stuart Campbell	Director	December 6, 2001
----- Dr. D. Walter Cohen	Director	
----- Sander A. Flaum	Director	
* ----- Dr. Richard L. Jackson	Director	December 6, 2001
----- C. Rodney O'Connor	Director	
* ----- Nicolas G. Bazan	Director	December 6, 2001
/s/ Warren L. Troupe ----- Warren L. Troupe	Director	December 6, 2001
----- Dr. George J. Vuturo	Director	

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* By: /s/ Brian G. Richmond

Brian G. Richmond
Attorney-in-Fact

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EXHIBIT INDEX

EXHIBIT NO.	DESCRIPTION
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5.1	Opinion of Morrison & Foerster LLP
23.1	Consent of Deloitte & Touche LLP
23.2	Consent of KPMG
23.3	Consent of Morrison & Foerster LLP (included in Exhibit 5.1)
24.1	Power of Attorney (included on and incorporated by reference to page II-7 of the Registration Statement (File No. 333-55634) filed with the Securities and Exchange Commission by the Registrant on February 14, 2001.)

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