

INTRABIOTICS PHARMACEUTICALS INC /DE  
Form S-8  
July 23, 2001

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As filed with the Securities and Exchange Commission on July 20, 2001

Registration No. 333-

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## SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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### FORM S-8

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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## INTRABIOTICS PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of Incorporation)

**94-3200380**  
(I.R.S. Employer Identification No.)

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**1245 Terra Bella Avenue**  
**Mountain View, CA 94043**  
(Address of principal executive offices)

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**2000 Equity Incentive Plan**  
**2000 Employee Stock Purchase Plan**  
(Full title of the plans)

**Kenneth J. Kelley**  
**President and Chief Executive Officer**  
**IntraBiotics Pharmaceuticals, Inc.**  
**1245 Terra Bella Avenue**  
**Mountain View, CA 94043**  
**(650) 526 - 6800**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

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Copies to:

**Robert L. Jones**  
**Laura A. Berezin**  
**COOLEY GODWARD LLP**  
**Five Palo Alto Square**  
**3000 El Camino Real**  
**Palo Alto, CA 94306**  
**(650) 843 - 5000**

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CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered              | Amount to be Registered | Proposed Maximum Offering Price Per Share(1) | Proposed Maximum Aggregate Offering Price(1) | Amount of Registration Fee |
|---|-------------------------|--|--|----------------------------|
| Stock Options and Common Stock (par value \$.001) | 1,683,910 shares        | \$0.975                                      | \$1,641,812                                  | \$410                      |

- (1) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h). The price per share and aggregate offering price are based upon the average of the high and low prices of Registrant's Common Stock on July 16, 2001 as reported on the Nasdaq Stock Market.

The chart below details the calculations of the registration fee:

| Securities  | Number of Shares | Proposed Maximum Offering Price Per Share | Proposed Maximum Aggregate Offering Price |
|---|------------------|---|---|
| Shares issuable pursuant to the 2000 Equity Incentive Plan        | 1,634,623        | \$0.975                                   | \$1,593,757                               |
| Shares issuable pursuant to the 2000 Employee Stock Purchase Plan | 49,287           | \$0.975                                   | \$ 48,055                                 |
| Proposed Maximum Offering Price                                   |                  |   | \$1,641,812                               |
| Registration Fee  |                  |   | \$ 410                                    |

**INCORPORATION BY REFERENCE OF CONTENTS OF  
REGISTRATION STATEMENT ON FORM S-8 NO. 333-40524**

The contents of Registration Statement on Form S-8 (No. 333-40524) filed with the Securities and Exchange Commission on June 30, 2000 are incorporated by reference herein.

**EXHIBITS**

**Exhibit  
Number**

- 5.1 Opinion of Cooley Godward LLP.
- 23.1 Consent of Ernst & Young LLP, Independent Auditors.
- 23.2 Consent of Cooley Godward LLP is contained in Exhibit 5.1 to this Registration Statement.
- 24.1 Power of Attorney is contained on the signature pages.
- 99.1 2000 Equity Incentive Plan and related documents.
- 99.2\* 2000 Employee Stock Purchase Plan and related documents.

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| Signature                              | Title    | Date          |
|--|----------|---------------|
| <hr/> <hr/> <b>KATHLEEN D. LAPORTE</b> |          |               |
| /s/ GARY A. LYONS                      | Director | July 20, 2001 |
| <hr/> <b>GARY A. LYONS</b>             |          |               |
| /s/ LIZA PAGE NELSON                   | Director | July 20, 2001 |
| <hr/> <b>LIZA PAGE NELSON</b>          |          |               |
| <hr/>                                  |          |               |
| /s/ JOHN M. PADFIELD                   | Director | July 20, 2001 |
| <hr/> <b>JOHN M. PADFIELD</b>          |          |               |
| /s/ JACK S. REMINGTON                  | Director | July 20, 2001 |
| <hr/> <b>JACK S. REMINGTON</b>         |          |               |
| <hr/>                                  |          |               |

**EXHIBIT INDEX**

**Exhibit  
Number**

**Description**

- 5.1 Opinion of Cooley Godward LLP.
- 23.1 Consent of Ernst & Young LLP, Independent Auditors.
- 23.2 Consent of Cooley Godward LLP is contained in Exhibit 5.1 to this Registration Statement.
- 24.1 Power of Attorney is contained on the signature pages.
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\*

Documents incorporated by reference from the Company's Registration Statement on Form S-1, as amended (No. 333-95461), filed with the SEC on January 27, 2000.

QuickLinks

[INCORPORATION BY REFERENCE OF CONTENTS OF REGISTRATION STATEMENT ON FORM S-8 NO. 333-40524](#)

[EXHIBITS](#)

[SIGNATURES](#)

[EXHIBIT INDEX](#)