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BIOENVISION INC  
Form S-8 POS  
January 06, 2005

As filed with the Securities and Exchange Commission on January 6, 2005.

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

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  
1299 Pennsylvania Ave., N.W., Tenth Floor  
Washington, DC 20004  
(202) 508-9582  
(Name, address and telephone number of agent for service)

Title of Securities to be registered	CALCULATION OF REGISTRATION FEE			Amount Registered
	Amount to be registered	Proposed Maximum Offering Price Per Unit	Proposed Maximum Aggregate Offering Price	
2003 Stock Incentive Plan, Common Shares, par value \$.001 per share (1)	1,500,000	\$ 8.93 (2)	\$ 13,395,000	\$ 1

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(1) Registered herein are 1,500,000 shares of the Registrant's Common Shares that may be issued pursuant to its 2003 Stock Incentive Plan. Also registered 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 (\$8.93 per share), as reported on the National Association of Securities Dealers Automated Quotation, National Market System on December 31, 2004, 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, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 of Bioenvision, Inc. (the "Company") is being filed in order to register 1,500,000 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. The contents of the Registration Statement on Form S-8, filed on February 25, 2004 (SEC File No. 333-113094) are incorporated by reference into this Registration Statement.

### ITEM 8. EXHIBITS

#### EXHIBIT

NO.	DESCRIPTION
4.1	2004 Amendment to the Bioenvision, Inc. 2003 Stock Incentive Plan (included as 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 17, 2004 (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
23.1	Consent of Grant Thornton LLP, Independent Registered Public Accounting Firm
23.2	Consent of Paul, Hastings, Janofsky & Walker LLP (included in Exhibit 5.1)

### 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 6th day of January 2005.

BIOENVISION, INC.  
A Delaware corporation (Registrant)

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

Pursuant to the requirements of the Securities Act, 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)	January 6, 2005
_____*_____ David P. Luci	Chief Financial Officer, General Counsel and Corporate Secretary	January 6, 2005
_____*_____ Thomas Scott Nelson	Director	January 6, 2005
_____*_____ Steven A. Elms	Director	January 6, 2005
_____*_____ Andrew Schiff	Director	January 6, 2005
_____*_____ Michael Kauffman	Director	January 6, 2005

\*: By: Christopher B. Wood, M.D.

Pursuant to power of attorney dated  
February 25, 2004

INDEX TO EXHIBITS

EXHIBIT

NO. DESCRIPTION

- 4.2 2004 Amendment to the Bioenvision, Inc. 2003 Stock Incentive Plan (included as 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 17, 2004 (SEC File No. 001-31787), which is incorporated herein by reference)
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