

BIOCLINICA INC  
Form S-8 POS  
March 22, 2013

As filed with the Securities and Exchange Commission on March 22, 2013

Registration No. 333-184952

Registration No. 333-168767

Registration No. 333-153842

Registration No. 333-139554

Registration No. 333-85394

Registration No. 333-22661

Registration No. 33-90412

Registration No. 33-74152

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington D.C. 20549

**POST-EFFECTIVE AMENDMENT NO. 1 TO**  
**FORM S-8 REGISTRATION STATEMENT NO. 333-184952**

**POST-EFFECTIVE AMENDMENT NO. 1 TO**  
**FORM S-8 REGISTRATION STATEMENT NO. 333-168767**

**POST-EFFECTIVE AMENDMENT NO. 1 TO**  
**FORM S-8 REGISTRATION STATEMENT NO. 333-153842**

**POST-EFFECTIVE AMENDMENT NO. 1 TO**  
**FORM S-8 REGISTRATION STATEMENT NO. 333-139554**

**POST-EFFECTIVE AMENDMENT NO. 1 TO**  
**FORM S-8 REGISTRATION STATEMENT NO. 333-85394**

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**POST-EFFECTIVE AMENDMENT NO. 1 TO**

**FORM S-8 REGISTRATION STATEMENT NO. 333-22661**

**POST-EFFECTIVE AMENDMENT NO. 1 TO**

**FORM S-8 REGISTRATION STATEMENT NO. 33-90412**

**POST-EFFECTIVE AMENDMENT NO. 1 TO**

**FORM S-8 REGISTRATION STATEMENT NO. 33-74152**

## **BIOCLINICA, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**11-2872047**  
(I.R.S. Employer  
Identification Number)

**826 Newtown-Yardley Road  
Newtown, Pennsylvania 18940-1721  
(267) 757-3000**

(Address and telephone number, including area code, of principal executive offices)

**2010 Stock Incentive Plan  
2002 Stock Incentive Plan  
1991 Stock Option Plan  
Employees Savings Plan**

(Full title of the plans)

**Mark L. Weinstein  
President and Chief Executive Officer  
BioClinica, Inc.  
826 Newtown-Yardley Road  
Newtown, Pennsylvania 18940-1721  
(267) 757-3000**

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

**With a copy to:**

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**Robert B. Pincus, Esq.**

Skadden, Arps, Slate, Meagher & Flom LLP

One Rodney Square

P.O. Box 636

Wilmington, DE 19899-0636

(302) 651-3000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of accelerated filer, large accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated  
filer

Accelerated filer

Non-accelerated filer   
(Do not check if a smaller reporting company)

Smaller  
reporting company

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**DEREGISTRATION OF SHARES**

These Post-Effective Amendments relate to the following Registration Statements on Form S-8 (collectively, the Registration Statements ) of BioClinica, Inc. (the Registrant ):

File No. 333-184952, pertaining to the registration of 500,000 shares of the Registrant's common stock, \$0.00025 par value per share ( Common Stock ), issuable under the Registrant's 2010 Stock Incentive Plan, which was filed with the Securities and Exchange Commission (the SEC ) on November 15, 2012;

File No. 333-168767, pertaining to the registration of 1,371,616 shares of Common Stock, issuable under the Registrant's 2010 Stock Incentive Plan, which was filed with the SEC on August 11, 2010;

File No. 333-153842, pertaining to the registration of 1,000,000 shares of Common Stock, issuable under the Registrant's 2002 Stock Incentive Plan, as amended and restated, which was filed with the SEC on October 3, 2008;

File No. 333-139554, pertaining to the registration of 750,000 shares of Common Stock, issuable under the Registrant's 2002 Stock Incentive Plan, as amended and restated, which was filed with the SEC on December 21, 2006;

File No. 333-85394, pertaining to the registration of 950,000 shares of Common Stock, issuable under the Registrant's 2002 Stock Incentive Plan, which was filed with the SEC on April 2, 2002;

File No. 333-22661, pertaining to the registration of 600,000 shares of Common Stock, issuable under the Registrant's 1991 Stock Option Plan, as amended, which was filed with the SEC on March 3, 1997;

File No. 33-90412, pertaining to the registration of 918,000 shares of Common Stock, issuable under the Registrant's 1991 Stock Option Plan and Employees Savings Plan, which was filed with the SEC on March 17, 1995; and

File No. 33-74152, pertaining to the registration of 1,200,000 shares of Common Stock, issuable under the Registrant's 1991 Stock Option Plan, which was filed with the SEC on January 18, 1994.

On March 13, 2013, pursuant to the terms of the Agreement and Plan of Merger, dated January 29, 2013, by and among the Registrant, BioCore Holdings, Inc., a Delaware corporation ( Parent ), and BC Acquisition Corp., a Delaware corporation and wholly-owned subsidiary of Parent ( Merger Sub ), Merger Sub merged with and into the Registrant (the Merger ) with the Registrant surviving as a wholly-owned subsidiary of Parent. As a result of the Merger, the Registrant's common stockholders became entitled to receive \$7.25 for each share of Common Stock held

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by such stockholders immediately before the effectiveness of the Merger.

As a result of the Merger, the Registrant has terminated all offerings of securities pursuant to the Registration Statements. In accordance with undertakings made by the Registrant to remove from registration, by means of a post-effective amendment, any securities registered under the Registration Statements that remain unsold at the termination of such offering, the Registrant hereby removes from registration all securities registered under the Registration Statements that remain unsold as of the effective time of the Merger, if any.

**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 these Post-Effective Amendments to the Registration Statements on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the Borough of Newtown, in the State of Pennsylvania, on the 22nd day of March, 2013.

**BIOCLINICA, INC.**

By: */s/ Mark L. Weinstein*  
 Mark L. Weinstein  
 President and Chief Executive Officer  
 (Principal Executive Officer)

Pursuant to the requirements of the Securities Act of 1933, as amended, these Post-Effective Amendments to the Registration Statements on Form S-8 have been signed by the following persons on behalf of the Registrant in the capacities and on the dates indicated.

| <b>Signature</b>                                  | <b>Title</b>   | <b>Date</b>    |
|---|--|----------------|
| <i>/s/ Mark L. Weinstein</i><br>Mark L. Weinstein | President, Chief Executive Officer and Director<br>(Principal Executive Officer) | March 22, 2013 |
| <i>/s/ Ted I. Kaminer</i><br>Ted I. Kaminer       | Chief Financial Officer<br>(Principal Financial and Accounting Officer)          | March 22, 2013 |
| <i>/s/ Paul S. Levy</i><br>Paul S. Levy           | Director   | March 22, 2013 |
| <i>/s/ Michel Lagarde</i><br>Michel Lagarde       | Director   | March 22, 2013 |
| <i>/s/ Daniel Agroskin</i><br>Daniel Agroskin     | Director   | March 22, 2013 |
| <i>/s/ Andrew Goldfarb</i><br>Andrew Goldfarb     | Director   | March 22, 2013 |
| <i>/s/ Richard Charpie</i><br>Richard Charpie     | Director   | March 22, 2013 |