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NEOGEN CORP
 Form S-8
 December 04, 2002

As filed with the Securities and Exchange Commission on _____
 Registration No. 333-_____

UNITED STATES
 SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549

FORM S-8
 REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

NEOGEN CORPORATION

(Exact name of registrant as specified in its charter)

Michigan

38-2367843

(State or other jurisdiction of
 incorporation or organization)

(I.R.S. Employer
 Identification No.)

620 Leshar Place
 Lansing, Michigan

48912-1595

(Address of Principal Executive Offices)

(Zip Code)

NEOGEN CORPORATION
 2002 EMPLOYEE STOCK PURCHASE PLAN

(Full title of the plan)

James L. Herbert
 Neogen Corporation
 620 Leshar Place
 Lansing, Michigan 48912-1595

(Name and address of agent for service)

(517) 372-9200

(Telephone number, including area code, of agent for service)

Calculation of Registration Fee

Title of securities To be registered	Amount to be Registered	Proposed Maximum offering Price per share	Proposed Maximum Offering Price
Common Shares (1)	100,000	13,125	1,312,500
(1) \$0.16 par value per share.			

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- (2) Calculated pursuant to Rule 457(h) solely for the purpose of computing the registration fee and based on the average of the high and low prices of the Common Shares, as quoted on The Nasdaq National Market on November 26, 2002.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The documents listed below are incorporated by reference in this registration statement:

1. Annual Report on Form 10-K for the fiscal year ended May 31, 2002 as filed with the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934.
2. Quarterly Report on Form 10-Q for the fiscal quarter ended August 31, 2002, as filed with the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934.
3. The description of the registrant's common shares included in the Prospectus dated October 22, 1996 included in the Registration Statement on Form S-2 (File no. 33-12193) effective October 22, 1996, as filed with the Securities and Exchange Commission pursuant to the Securities Act of 1933, under the caption "Description of Capital Stock" in the Prospectus.

All documents subsequently filed pursuant to Sections 13(a) 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, before the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be part of this registration statement from the date of filing of such documents.

ITEM 4. DESCRIPTION OF SECURITIES.

Not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Not applicable.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

The Michigan Business Corporation Act permits Michigan corporations to limit the personal liability of directors for breaches of their fiduciary duties. The Articles of Incorporation of the registrant so limit the liability of directors. The registrant's by laws also provide for indemnification of directors and officers [to the greatest extent permitted by law].

The Articles of Incorporation limit director liability for breaches of fiduciary duty as a director, except for liability for (i) any breach of the director's duty of loyalty to the corporation or its shareholders, (ii) acts or omissions not in good faith or that involve intentional misconduct of a knowing violation of laws, (iii) a violation of Section 551(1) of the Michigan Business Corporation Act, or (iv) any transaction from which the director derived any improper personal benefit. These provisions, however, do not affect liability under the Securities Act.

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The Michigan Business Corporation Act authorizes a corporation under specified circumstances to indemnify its directors and officers (including reimbursement for expenses incurred) for any action taken or any failure to take any action as a director or officer, except for liability for specified acts. The provisions of the Registrant's Bylaws relating to indemnification of directors and officers [require the registrant to indemnify directors and officers] to the fullest extent permitted by Michigan Law. The provisions of the Michigan Business Corporation Act are broad enough to permit indemnification with respect to liabilities arising under the Securities Act or the Michigan Uniform Securities Act.

In addition, the Registrant has obtained directors' and officers' liability insurance. The policy provides for \$5,000,000 in coverage including liabilities under the Securities Act.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not Applicable.

ITEM 8. EXHIBITS.

- 5.1 Opinion of Honigman Miller Schwartz and Cohn LLP.
- 23.1 Consent of Deloitte & Touche, LLP.
- 23.2 Consent of BDO Seidman, LLP.
- 23.3 Consent of Honigman Miller Schwartz and Cohn LLP (included in the opinion filed as Exhibit 5.1 to this Registration Statement).
- 24.1 Powers of Attorney (included after the signature of the Registrant contained on page 6 of this Registration Statement).
- 99.1 Neogen Corporation 2002 Employee Stock Purchase Plan incorporated by reference to The Registrant's Proxy Statement (Schedule 14A), filed with the Commission on August 29, 2002.

ITEM 9. UNDERTAKINGS.

- (a) The undersigned registrant hereby undertakes:
 - (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
 - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933, unless the information required to be included in such post-effective amendment is contained in periodic reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or 15(d) of the Securities Exchange Act and incorporated herein by reference;
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective

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amendment hereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this registration statement, unless the information required to be included in such post-effective amendment is contained in periodic reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or 15(d) of the Securities Exchange Act and incorporated herein by reference;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this registration statement or any material change to such information in this registration statement;

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered herein, and

the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Act of 1934 that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(b) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the provisions of Item 6, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

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 registration

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statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Lansing, State of Michigan, on December 2, 2002.

NEOGEN CORPORATION

By: /s/ JAMES L. HERBERT

James L. Herbert
Its: President

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each of the undersigned officers and directors of NEOGEN CORPORATION, a Michigan corporation (the "Registrant"), hereby constitutes and appoints James L. Herbert and Richard R. Current and each of them, the true and lawful attorneys-in-fact and agents of the undersigned, each with the power of substitution for him in any and all capacities, with full power and authority in said attorneys-in-fact and agents and in any one or more of them, to sign, execute and affix his seal thereto and file the proposed registration statement on Form S-8 to be filed by the Registrant under the Securities Act, which registration statement relates to the registration and issuance of the Registrant's Common Shares, par value \$0.16 a share, pursuant to the Neogen Corporation 2002 Employee Stock Purchase Plan, and any of the documents relating to such registration statement; any and all amendments to such registration statement, including any amendment thereto changing the amount of securities for which registration is being sought, and any post-effective amendment, with all exhibits and any and all documents required to be filed with respect thereto with any regulatory authority; granting unto said attorneys, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in an about the premises in order to effectuate the personally present, hereby ratifying and confirming all that said attorneys-in-fact and agents, and each of them, may lawfully do or cause to be done by virtue hereof.

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 date indicated.

Signature	Title	Date
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/s/ JAMES L. HERBERT ----- James L. Herbert	President, Chief Executive Officer, Director (Principal Executive Officer)	December 2, 2002
/s/ RICHARD R. CURRENT ----- Richard R. Current	Vice President, Chief Financial Officer (Principal Financial and Accounting Officer)	December 2, 2002
/s/ JACK C. PARNELL ----- Jack C. Parnell	Chairman, Board of Directors	December 2, 2002

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/s/ THOMAS H. REED ----- Thomas H. Reed	Secretary and Director	December 2, 2002
/s/ LON M. BOHANNON ----- Lon M. Bohannon	Director	December 2, 2002
/s/ ROBERT M. BOOK ----- Robert M. Book	Director	December 2, 2002
/s/ HERBERT D. DOAN ----- Herbert D. Doan	Director	December 2, 2002
/s/ GORDON E. GUYER ----- Gordon E. Guyer	Director	December 2, 2002
/s/ LEONARD E. HELLER ----- Leonard E. Heller	Director	December 2, 2002
/s/ G. BRUCE PAPESH ----- G. Bruce Papesh	Director	December 2, 2002