

Edgar Filing: SCIOS INC - Form 10-K/A

SCIOS INC
Form 10-K/A
June 21, 2001

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-K/A
(Amendment No. 3)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934

For the fiscal year ended December 31, 2000

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number 0-11749

SCIOS INC.

(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of
incorporation or organization)

95-3701481
(I.R.S. Employer
Identification No.)

820 West Maude Avenue, Sunnyvale, California 94086
(Address of principal executive offices)

Registrant's telephone number, including area code: (408) 616-8200

Securities registered pursuant to Section 12(b) of the Act: NONE

Securities registered pursuant to Section 12(g) of the Act:

Common Stock, \$0.001 par value
Contingent Payment Rights

Indicate by check mark whether the registrant (1) has filed all reports
required to be filed by Section 13 or 15(d) of the Securities Exchange Act of
1934 during the preceding 12 months (or for such shorter period that the
registrant was required to file such reports), and (2) has been subject to such
filing requirements for the past 90 days. YES X NO ___

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Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

The approximate aggregate market value of voting stock held by nonaffiliates of the registrant as of March 16, 2001 was \$737,569,844.

As of March 16, 2001, 39,314,425 shares of the registrant's Common Stock were outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

| Documents ----- | Form 10-K Part ----- |
|---|-------------------------|
| Definitive Proxy Statement with respect to the 2001 Annual Meeting of Stockholders..... | III |

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EXPLANATORY NOTE

This amendment to our Annual Report on Form 10-K for the year-ended December 31, 2000 amends "Item 14. Exhibit Index" to add "Exhibit Number 10.42-- Promissory Note dated December 27, 1999 by the Registrant to Chiron Corporation." This information was inadvertently omitted from our Form 10-K/A (Amendment No. 2) filed with the Securities and Exchange Commission on June 20, 2001. Other than the above-referenced change, the information set forth below is substantively identical to the information set forth under "Item 14. Exhibit Index" as set forth in our Annual Report on Form 10-K/A (Amendment No. 2) filed with the SEC on June 20, 2001.

PART IV

Item 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULES AND REPORTS ON FORM 8-K

- (a) (1) Consolidated Financial Statements. See Index to Consolidated Financial Statements at page F-1 of this Form 10-K.
- (2) Financial Statement Schedules. Omitted because they are not required, are not applicable, or the information is included in the consolidated financial statements or notes thereto.
- (3) Exhibits. See Exhibit Index below.
- (b) Reports on Form 8-K. None.

EXHIBIT INDEX

| Exhibit Number ----- | |
|----------------------------|-----------------------------------|
| 3.1 | Certificate of Incorporation..... |
| 3.2 | Bylaws..... |

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| 10.1 | Biotechnology Research Partners, Ltd. Agreement of Limited Partnership dated October 29, 1982; Development Contract, Technology License Agreement and Joint Venture Agreement between Biotechnology Research Partners, Ltd. and the Registrant dated December 29, 1982; and Promissory Note dated December 29, 1982. |
| 10.2* | 1983 Incentive Stock Option Plan, as amended, and form of Stock Option Agreement, Promissory Note and Pledge Agreement..... |
| 10.3 | Common Stock Purchase Agreement dated April 15, 1985 between the Registrant and American Home Products Corporation..... |
| 10.5* | 1986 Supplemental Stock Option Plan, as amended, and form of Stock Option Agreement, Promissory Note and Pledge Agreement..... |
| 10.6 | Rights Exercise Agreement between the Registrant and American Home Products Corporation dated February 28, 1986 and Letters of March 26, 1986 and May 16, 1986..... |
| 10.11* | 1992 Equity Incentive Plan..... |
| 10.18 | Form of Purchase Option Agreement between each of the limited partners of Nova Technology Limited Partnership and Nova..... |
| 10.19* | Nonemployee Director Stock Option Plan..... |
| 10.29 | CNS Psychiatric Products Agreement dated June 30, 1990 between SmithKline Beecham Corporation and Nova..... |
| 10.33 | Preferred Stock Purchase Agreement dated December 30, 1994 between the Registrant and Genentech, Inc..... |
| 10.34 | Note Agreement dated December 30, 1994 between the Registrant and Genentech, Inc. (See Exhibit Number 10.41 below amending the Note Agreement)..... |
| 10.35 | Assignment of Lease dated March 22, 1995 for premises located at 820 West Maude Avenue, Sunnyvale, California (Including as an Exhibit, the Lease for such premises dated January 1993) (See Exhibit 10.45 below)..... |
| 10.38* | Employment Letter dated September 8, 1998 between the Registrant and Richard B. Brewer..... |
| 10.39 | Purchase and Sale Agreement and Joint Escrow Instructions (Mountain View Real Estate dated May 24, 1999 between Alexandria Real Estate Equities, Inc. and Registrant's wholly owned Subsidiary Bio-Shore Holdings, Ltd. Portions of the exhibit have been omitted pursuant to a request for confidential treatment..... |
| 10.41 | First Amendment to Note Agreement and Preferred Stock Purchase Agreement dated November 3, 1999 between the Registrant and Genentech, Inc. (See Exhibit 10.34 above)..... |
| 10.42 | Promissory Note dated December 27, 1999 by the Registrant to Chiron Corporation..... |

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| 10.43* | Change of Control Severance Plans with Employees, Officers and Chief Executive Officers |
| 10.44 | Alliance Agreement dated January 10, 2001 between the Registrant, Innovex L.P. and PharmaBio Development Inc. (including a Warrant Agreement between the Registrant and PharmaBio Development Inc. attached thereto as Exhibit B). Portions of the exhibit have been omitted pursuant to a request for confidential treatment..... |
| 10.45 | Amendment No. 4 to Lease dated January 22, 1993 for premises located at 820 West Maude Avenue, Sunnyvale, California (See Exhibit 10.35 above)..... |
| 10.46 | Lease Agreement dated November 17, 1995 for premises located at 820 West Maude Avenue, Sunnyvale, California..... |
| 10.47 | Sublease Agreement dated March 24, 1999 for premises located at 749 North Mary Avenue, Sunnyvale, California..... |
| 21.2 | Subsidiaries of the Registrant..... |
| 23.1** | Consent of PricewaterhouseCoopers LLP..... |
| 24.1** | Powers of Attorney. |

* Management contract or compensatory plan or arrangement.

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- ** Previously filed.
- A Filed as an exhibit to Form S-1 Registration Statement (File No. 2-86086), as amended, and incorporated herein by reference.
- B Filed as an exhibit to Form S-1 Registration Statement (File No. 33-3186), as amended, and incorporated herein by reference.
- E Filed as an exhibit to Annual Report on Form 10-K for fiscal year 1988 and incorporated herein by reference.
- G Filed as an exhibit to Form S-8 Registration Statement (File No. 33-39878) filed on April 8, 1991 and incorporated herein by reference.
- H Filed as an exhibit to Annual Report on Form 10-K for fiscal year 1991 and incorporated herein by reference.
- I Filed as an exhibit to Form S-1 Registration Statement (File No. 33-14937) filed on behalf of Nova Technology Limited Partnership and incorporated herein by reference.
- J Filed as an exhibit to Form S-4 Registration Statement (File No. 33-49846) filed on July 22, 1992 and incorporated herein by reference.
- N Filed as an exhibit to Nova's Annual Report on Form 10-K for fiscal year 1990 and incorporated herein by reference.
- Q Filed as an exhibit to Annual Report on Form 10-K for fiscal year 1994 and incorporated herein by reference.
- R Filed as an exhibit to Quarterly Report on Form 10-Q for quarter ended March 31, 1995 and incorporated herein by reference.
- T Filed as an exhibit to Annual Report on Form 10-K for fiscal year 1998 and incorporated herein by reference.
- U Filed as an exhibit to Quarterly Report on Form 10-Q for the quarter ended September 30, 1999 and incorporated herein by reference.
- V Filed as an exhibit to Annual Report on Form 10-K for fiscal year 1999 and incorporated herein by reference.
- W Filed as exhibits to Report on Form 8-K dated January 24, 2000 and incorporated herein by reference.
- Y Filed as an exhibit to Annual Report on Form 10-K for fiscal year 2000 and incorporated herein by reference.
- Z Filed as an exhibit to Annual Report on Form 10-K/A (Amendment No. 2) for fiscal year 2000 and incorporated herein by reference.

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Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

SCIOS INC.

Date: June 21, 2001

By: /s/ Richard B. Brewer

Richard B. Brewer
President and Chief Executive Officer