BIO IMAGING TECHNOLOGIES INC
Form S-3/A
December 02, 2003
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As filed with the Securities and Exchange Commission on December 1, 2003

Registration Statement No. 333-109702

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

AMENDMENT NO. 1

TO

FORM S-3

REGISTRATION STATEMENT

Under

THE SECURITIES ACT OF 1933

BIO-IMAGING TECHNOLOGIES, INC.

(Exact name of registrant as specified in its charter)

Delaware	**11-2872047**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification Number)**

826 Newtown-Yardley Road, Newtown, Pennsylvania 18940

(267) 757-3000

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

Mark L. Weinstein, President and Chief Executive Officer

826 Newtown-Yardley Road, Newtown, Pennsylvania 18940

(267) 757-3000

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

Copies of all communications, including all communications sent to the agent for service, should be sent to:

William J. Thomas, Esq.

Hale and Dorr LLP

650 College Road East

Princeton, New Jersey 08540

(609) 750-7600

Approximate date of commencement of proposed sale to the public: From time to time, at the discretion of the selling stockholders, as soon as practicable after this registration statement becomes effective.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, check the following box. ¨

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act, check the following box. x

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ¨

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ¨

If delivery of the prospectus is expected to be made pursuant to Rule 434, check the following box. ¨

CALCULATION OF REGISTRATION FEE

Title of Shares To Be Registered	Amount To Be Registered	Proposed Maximum Aggregate Price Per Share	Proposed Maximum Aggregate Offering Price	Amount Of Registration Fee
Common Stock, $0.00025 par value	4,441,714(1)	$6.40(2)	$28,426,969	$2,299.74(3)

(1) Includes 136,165 shares of common stock issuable upon the conversion of a convertible note.
(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c). Such price is based upon the average of the high and low prices of the registrant s common stock as reported on the American Stock Exchange on October 10, 2003.
(3) The registrant previously paid such filing fee on October 15, 2003.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

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The information in this prospectus is not complete and may be changed. The selling stockholders named in this prospectus may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED DECEMBER 1, 2003

PROSPECTUS

BIO-IMAGING TECHNOLOGIES, INC.

4,441,714 Shares of Common Stock

The stockholders of Bio-Imaging listed in this prospectus are offering and selling an aggregate of 4,441,714 shares of our common stock. We will not receive any proceeds from the sale of the shares held by the selling stockholders.

Our common stock is traded on the American Stock Exchange under the ticker symbol BIT. On November 28, 2003, the last reported sale price of our common stock was $7.15 per share. You are urged to obtain current market quotations for the common stock.

Investing in our common stock involves a high degree of risk. See Risk Factors beginning on page 5 for a discussion of certain factors that you should consider before you invest in any of the common stock being offered with this prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is _____, 2003.

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As used in this prospectus, references to Bio-Imaging, we, us, and our refer to Bio-Imaging Technologies, Inc., unless the context otherwise requires.

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Prospectus Summary

About This Prospectus

This prospectus is a part of a registration statement on Form S-3 filed by us with the Securities and Exchange Commission to register 4,441,714 shares of our common stock. This prospectus does not contain all of the information set forth in the registration statement, certain parts of which are omitted in accordance with the rules and regulations of the SEC. Accordingly, you should refer to the registration statement and its exhibits for further information about us and our common stock. Copies of the registration statement and its exhibits are on file with the SEC. Statements contained in this prospectus concerning the documents we have filed with the SEC are not intended to be comprehensive, and in each instance we refer you to the copy of the actual document filed as an exhibit to the registration statement or otherwise filed with the SEC.

We have not authorized anyone to provide you with information different from that contained or incorporated by reference in this prospectus. The selling stockholders are offering to sell, and seeking offers to buy, shares of our common stock only in jurisdictions where offers and sales are permitted. The information contained in this prospectus is accurate only as of the date of this prospectus, regardless of the time of delivery of this prospectus or of any sale of common stock.

About Bio-Imaging

Bio-Imaging is a pharmaceutical contract service organization, providing services that support the product development process of the pharmaceutical, biotechnology and medical device industries. We specialize in assisting our clients in the design and management of the medical imaging component of clinical trials for all modalities, which consist of computerized tomography, magnetic resonance imaging, x-rays, dual energy x-ray absorptiometry (DEXA), position emission tomography single photon emission computerized tomography and ultrasound.

We utilize proprietary processes and software applications in providing our services to pharmaceutical companies conducting clinical studies in which medical imaging modalities are used to evaluate the efficacy and safety of pharmaceuticals, biologics or medical devices. Our digital image processing and computer analysis techniques enable technologists or radiologists to make highly precise measurements and biostatistical inferences about drug or device effects. The resulting data enables our clients and our regulatory reviewers, primarily the U.S. Food and Drug Administration and comparable European agencies, to evaluate product efficacy and safety. In addition, we have developed specialized computer services and software applications that enable independent radiologists and other medical specialists involved in clinical trials to review medical image data in an entirely digital format. Our services also include the following:

- Regulatory submission of medical images, quantitative data and text;
- DEXA quality assurance and quality control to the pharmaceutical and medical device industry for studies requiring bone densitometry and body composition measurements; and
- Bio-Imaging ET&C^{SM} services, which focus on education, training and certification for medical imaging equipment, facilities and staff.

We have a European facility in Leiden, the Netherlands that provides centralized image processing services for our European clients. We manage our services for European-based clinical trials from this facility. Our European facility has the same processing and analysis capabilities as our U.S. headquarters.

We continue to believe that we are at an early stage of market penetration and we are directing our marketing and sales efforts towards those clinical development areas that heavily depend upon medical imaging. These areas include oncology, musculoskeletal, central nervous system and cardiovascular.

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Our company was incorporated in Delaware in 1987 under the name Wise Ventures, Inc. Our name was changed to Bio-Imaging Technologies, Inc. in 1991. We are a Delaware corporation, our executive offices are located at 826 Newtown-Yardley Road, Newtown, Pennsylvania 18940, our telephone number is (267) 757-3000 and our Internet address is http://www.bioimaging.com. The information on our Internet website is not incorporated by reference in this prospectus and our website address is included in this prospectus as a textual reference only.

The Offering

Common Stock offered by selling stockholders	4,441,714 shares
Use of proceeds	Bio-Imaging will not receive any proceeds from the sale of shares in this offering
American Stock Exchange symbol	BIT

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RISK FACTORS

You should carefully consider the following risk factors, together with all of the other information included in this prospectus, before making an investment decision. Investing in our common stock involves a high degree of risk. Any of the following factors could harm our business and future results of operations and could result in a partial or complete loss of your investment.

Risks Related to Our Company and Business

We may incur financial losses because contracts may be delayed or terminated or reduced in scope for reasons beyond our control.

Our clients may terminate or delay their contracts for a variety of reasons, including, but not limited to:

- unexpected or undesired clinical results;
- the client s decision to terminate the development of a particular product or to end a particular study;
- insufficient patient enrollment in a study;
- insufficient investigator recruitment;
- our failure to perform our obligations under the contract; or
- the failure of products to satisfy safety requirements.

In addition, we believe that FDA-regulated companies may proceed with fewer clinical trials or conduct them without assistance of contract service organizations if they are trying to reduce costs as a result of cost containment pressures associated with healthcare reform, budgetary limits or changing priorities. These factors may cause such companies to cancel contracts with contract service organizations.

We cannot assure you that our clients will continue to use our services or that we will be able to replace, in a timely or effective manner, departing clients with new clients that generate comparable revenues. Further, we cannot assure you that our clients will continue to generate consistent amounts of revenues over time.

The loss, reduction in scope or delay of a large contract or the loss or delay of multiple contracts could materially adversely affect our business, although our contracts entitle us to receive all fees earned up to the time of termination.

We depend on a small number of industries and clients for all of our business, and the loss of one such significant client could cause revenues to drop quickly and unexpectedly.

We depend on research and development expenditures by pharmaceutical, biotechnology and medical device companies to sustain our business. Our operations could be materially and adversely affected if:

clients businesses experience financial problems or are affected by a general economic downturn;
consolidation in the pharmaceutical, biotechnology or medical device industries leads to a smaller client base for us; or
clients reduce their research and development expenditures.

For the year ended December 31, 2002, revenues from one client, encompassing four distinct projects, amounted to 13% of service revenues. For the nine months ended September 30, 2003, revenues from

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one client, encompassing four distinct projects, amounted to 12.7% of service revenues. The loss of business from a significant client or our failure to continue to obtain new business would have a material adverse effect on our business and revenues.

Our contracted/committed backlog may not be indicative of future results.

Our reported contracted/committed backlog of approximately $40.2 million at September 30, 2003 is based on anticipated net service revenue from uncompleted projects with clients. Backlog is the amount of revenue that remains to be earned and recognized on signed and verbally agreed to contracts. Contracts included in backlog are subject to termination by our clients at any time. In the event that the client cancels a contract, we would be entitled to receive payment for all services performed up to the cancellation date. The duration of the projects included in our backlog range from less than three months to seven years. We cannot assure that this backlog will be indicative of future results. A number of factors may affect backlog, including:

- the variable size and duration of the projects (some are performed over several years);
- the loss or delay of projects;
- the change in the scope of work during the course of a project; and
- the cancellation of such contracts by our clients.

Also, if clients delay projects, the projects will remain in backlog, but will not generate revenue at the rate originally expected. Accordingly, historical indications of the relationship of backlog to revenues are not indicative of future results.

We have experienced substantial expansion in the past, and if we fail to properly manage that expansion, our business may suffer.

Our business has expanded substantially in the past. Service revenues for the nine months ended September 30, 2003 were $15,922,710, an increase of 26.1% over service revenues for the nine months ended September 30, 2002 of $12,625,857. Service revenues for the twelve months ended December 31, 2002 were $17,189,762, an increase of 66.9% over service revenues for the twelve months ended December 31, 2001 of $10,301,921. Rapid expansion could strain our operational, human and financial resources. If we fail to properly manage this expansion, our results of operations and financial condition might be adversely affected. In order to manage our expansion, we must:

- continue to improve operating, administrative and information systems;
- accurately predict future personnel and resource needs to meet client contract commitments;
- track the progress of on-going client projects; and
- attract and retain qualified management, sales, professional and technical operating personnel.

We will face additional risks in expanding foreign operations. Specifically, we might find it difficult to:

- assimilate differences in foreign business practices and regulations;
- hire and retain qualified personnel; and
- overcome language and cultural barriers.

We may engage in future acquisitions, which may be expensive and time consuming and from which we may not realize anticipated benefits.

We may acquire additional businesses, technologies and products if we determine that these additional businesses, technologies and products complement our existing business or otherwise serve our strategic goals. We currently have no commitments or agreements with respect to any acquisitions. If we do undertake transactions of this sort, the process of integrating an acquired business, technology or product may result in operating difficulties and expenditures and may absorb significant management attention that would otherwise be available for ongoing development of our business. Moreover, we may never realize the anticipated benefits of any acquisition. Future acquisitions could result in potentially dilutive issuances of our securities, the incurrence of debt and contingent liabilities and amortization expenses related to intangible assets, which could adversely affect our results of operations and financial condition.

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Loss of key personnel, or failure to attract and retain additional personnel, may cause the success and growth of our business to suffer.

Future success depends on the personal efforts and abilities of the principal members of our senior management to provide strategic direction, develop business, manage operations and maintain a cohesive and stable environment. Specifically, we are dependent upon Mark L. Weinstein, President and Chief Executive Officer, David A. Pitler, Vice President Operations, Colin G. Miller, Ph.D., Vice President Business Development and Ted Kaminer, Senior Vice President and Chief Financial Officer. Although we have employment agreements with Mr. Weinstein and Mr. Kaminer, this does not mean Mr. Weinstein or Mr. Kaminer will remain with us. We do not have employment agreements with any other key personnel. Furthermore, our performance also depends on our ability to attract and retain management and qualified professional and technical operating staff. Competition for these skilled personnel is intense. The loss of services of any key executives, or inability to continue to attract and retain qualified staff, could have a material adverse effect on our business, results of operations and financial condition. We do not maintain any key employee insurance on any of our executives.

Our revenues and earnings are exposed to exchange rate fluctuations.

In 2002 and the nine-month period ended September 30, 2003, we derived a small portion of service revenues from international operations. Our financial statements are denominated in U.S. dollars. In the event we derive a greater portion of our service revenues from international operations, factors associated with international operations, including changes in foreign currency exchange rates, could affect our results of operations and financial condition.

Risks Related to Our Industry

Our failure to compete effectively in the competitive industry will cause our revenues to decline.

Significant factors in determining whether we will be able to compete successfully include:

- consultative and clinical trials design capabilities;
- reputation for on-time quality performance;
- expertise and experience in specific therapeutic areas;
- the scope of service offerings;
- strength in various geographic markets;
- the price of services;
- ability to acquire, process, analyze and report data in a time-saving and accurate manner;
- ability to manage large-scale clinical trials both domestically and internationally;
- our size; and
- the service and product offerings of our competitors.

If our services are not competitive based on these or other factors, our business, financial condition and results of operations will be materially harmed.

The biopharmaceutical services industry is highly competitive, and we face numerous competitors in our business, including hundreds of contract research organizations. If we fail to compete effectively, we will lose clients, which would cause our business to suffer. We primarily compete against in-house departments of pharmaceutical companies, full service contract research organizations, or CROs, small specialty CROs, and to a lesser extent, universities and teaching hospitals. Some of these competitors, including the in-house departments of pharmaceutical companies, have greater capital, technical and other resources than we do. In addition, certain of our competitors that are smaller specialized companies may compete effectively against us because of their concentrated size and focus.

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Changes in outsourcing trends in the pharmaceutical and biotechnology industries could adversely affect our operating results and growth rate.

Service revenues depend greatly on the expenditures made by the pharmaceutical and biotechnology industries in research and development. Accordingly, economic factors and industry trends that affect our clients in these industries also affect our business. For example, the practice of many companies in these industries has been to hire outside organizations like us to conduct clinical research projects. This practice has grown significantly in the last decade, and we have benefited from this trend. However, if this trend were to change and companies in these industries were to reduce the number of research and development projects they outsource, our business could be materially adversely affected.

Additionally, numerous governments have undertaken efforts to control growing healthcare costs through legislation, regulation and voluntary agreements with medical care providers and pharmaceutical companies. If future regulatory cost containment efforts limit the profits that can be derived on new drugs, our clients might reduce their research and development spending, which could reduce our business.

Failure to comply with existing regulations could result in increased costs to complete clinical trials.

Our business is subject to numerous governmental regulations, primarily relating to pharmaceutical product development and the conduct of clinical trials. In particular, we are subject to 21 CFR Part 11 of the Code of Federal Regulations that provides the criteria for acceptance by the FDA of electronic records. If we fail to comply with these governmental regulations, it could result in the termination of ongoing clinical research or the disqualification of data for submission to regulatory authorities. We also could be barred from providing clinical trial services in the future or be subjected to fines. Any of these consequences would harm our reputation, our prospects for future work and our operating results.

Changes in governmental regulation could decrease the need for the services we provide, which would negatively affect our future business opportunities.

In recent years, the United States Congress and state legislatures have considered various types of healthcare reform in order to control growing healthcare costs. The United States Congress and state legislatures may again address healthcare reform in the future. We are unable to predict what legislative proposals will be adopted in the future, if any. Similar reform movements have occurred in Europe and Asia.

Implementation of healthcare reform legislation that results in additional costs could limit the profits that can be made by clients from the development of new products. This could adversely affect our clients research and development expenditures, which could, in turn, decrease the business opportunities available to us both in the United States and abroad. In addition, new laws or regulations may create a risk of liability, increase costs or limit service offerings. We cannot predict the likelihood of any of these events.

In addition to healthcare reform proposals, the expansion of managed care organizations in the healthcare market may result in reduced spending on research and development. Managed care organizations efforts to cut costs by limiting expenditures on pharmaceuticals and medical devices could result in pharmaceutical, biotechnology and medical device companies spending less on research and development. If this were to occur, we would have fewer business opportunities and our revenues could decrease, possibly materially.

Governmental agencies throughout the world, but particularly in the United States, strictly regulate the drug development/approval process. Our business involves helping pharmaceutical and biotechnology companies navigate the regulatory drug approval process. Changes in regulation, such as relaxation in regulatory requirements or the introduction of simplified drug approval procedures or an increase in regulatory requirements that we may have difficulty satisfying could eliminate or substantially

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reduce the need for our services. If these changes in regulations were to occur, our business, results of operations and financial condition could be materially adversely affected. These and other changes in regulation could have a material adverse impact on our available business opportunities.

If governmental agencies do not accept the data and analyses generated by our services, the need for our services would be eliminated or substantially reduced.

The success of our business is dependent upon continued acceptance by the FDA and other regulatory authorities of the data and analyses generated by our services in connection with the evaluation of the safety and efficacy of new drugs and devices. The FDA has formal guidelines that encourage the use of surrogate measures, through submission of digital image data, for evaluation of drugs to treat life-threatening or debilitating conditions. We cannot assure you that the FDA or other regulatory authorities will accept the data or analyses generated by us in the future and, even assuming acceptance, the FDA or other regulatory authorities may not require the application of imaging techniques to numbers of patients and over time periods substantially similar to those required of traditional safety and efficacy techniques. If the governmental agencies do not accept data and analyses generated by our services in connection with the evaluation of new drugs and devises, the need for our services would be eliminated or substantially reduced, and, as a result, our business, results of operations and financial condition could be materially adversely affected.

We may be exposed to liability claims as a result of our involvement in clinical trials.

We may be exposed to liability claims as a result of our involvement in clinical trials. There can be no assurance that liability claims will not be asserted against us as a result of work performed for our clients. We maintain liability insurance coverage in amounts customary for the pharmaceutical services industry. Furthermore, there can be no assurance that our clients will agree to indemnify us, or that we will have sufficient insurance to satisfy any such liability claims. If a claim is brought against us and the outcome is unfavorable to us, such outcome could have a material adverse impact on us.

Risks Related to this Offering

Your percentage ownership and voting power and the price of our common stock may decrease as a result of events that increase the number of our outstanding shares.

As of September 30, 2003, we had the following capital structure:

Common stock outstanding	10,632,852
Common stock issuable upon:	
Exercise of options which are outstanding	1,856,957
Exercise of options which have not been granted	1,493,043
Conversion of outstanding convertible note	136,165
Total common stock outstanding assuming exercise or conversion of all of the above	14,119,017

As of September 30, 2003, we had outstanding options to purchase approximately 1,856,957 shares of common stock at exercise prices ranging from $0.63 to $4.74 (exercisable at a weighted average of $1.41 per share), of which approximately 1,399,026 options were then exercisable. In addition, at September 30, 2003, we had outstanding a convertible promissory note in the principal amount of $708,331. The number of shares of common stock into which the note may be converted is calculated by dividing the outstanding principal balance of the note, plus all accrued and unpaid interest, by the greater of: (i) 75% of the average closing price of our common stock over the ten consecutive trading days ending prior to the date of conversion; or (ii) $0.906 per share. In addition, we may conduct future offerings of our common stock or other securities with rights to convert the securities into shares of our common stock. Exercise of our outstanding options, or conversion of the convertible note, into our common stock may significantly and negatively affect the market price for our common stock as well as decrease your percentage ownership and voting power. As of September 30, 2003, the note was convertible into 136,165 shares of our common stock.

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Shares of our common stock eligible for public sale may have a negative impact on its market price.

Future sales of shares of our common stock by existing holders of our common stock or by holders of outstanding options, upon the exercise thereof, could have a negative impact on the market price of our common stock. As of September 30, 2003, we had 10,632,852 shares of our common stock issued and outstanding. Of this amount, 6,191,138 shares are freely tradable and 4,441,714 shares are being registered hereunder. Of the shares being registered hereunder, 2,491,165 shares may already be traded upon reliance of SEC Rule 144.

We are unable to estimate the number of shares that may be sold since this will depend on the market price for our common stock, the personal circumstances of the sellers and other factors. Any sale of substantial amounts of our common stock or other securities in the open market may adversely affect the market price of the securities offered hereby and may adversely affect our ability to obtain future financing in the capital markets as well as create a potential market overhang.

Your percentage ownership will be reduced upon conversion of the convertible promissory note, and the number of shares issuable upon conversion will increase if the market price of our common stock decreases.

At September 30, 2003, we had outstanding a convertible promissory note in the principal amount of $708,331, which was convertible into 136,165 shares of our common stock as of that date. The number of shares of common stock into which the note may be converted is calculated by dividing the outstanding principal balance of the note, plus all accrued and unpaid interest, by the greater of: (i) 75% of the average closing price of our common stock over the ten consecutive trading days ending prior to the date of conversion; or (ii) $0.906 per share. Therefore, the number of shares issuable upon conversion will increase if the market price of our common stock decreases.

Our affiliates have significant control over our common stock, allowing them to have significant influence over the outcome of all matters submitted to our stockholders for approval, which influence may conflict with our interests and the interests of our other stockholders.

Our directors, officers and principal stockholders, including Covance Inc., Quintiles, Inc. and certain of their affiliates, beneficially owned approximately 36% of the outstanding shares of common stock on a fully diluted as-converted to common stock basis at September 30, 2003, and such stockholders will have significant influence over the outcome of all matters submitted to our stockholders for approval, including the election of our directors and other corporate actions. In addition, such influence by these affiliates could have the effect of discouraging others from attempting to take us over, thereby increasing the likelihood that the market price of the common stock will not reflect a premium for control.

Because we do not intend to pay dividends, stockholders will benefit from an investment in our common stock only if it appreciates in value.

We have never declared or paid any cash dividends on our common stock. We currently intend to retain our future earnings, if any, to finance further research and development and do not expect to pay any cash dividends in the foreseeable future. As a result, the success of an investment in our common stock will depend upon any future appreciation in its value. There is no guarantee that our common stock will appreciate in value or even maintain the price at which stockholders have purchased their shares.

We previously used Arthur Andersen LLP as our independent public accountants, and you may not have an effective remedy against them.

Our audited consolidated statements of income, stockholders equity and cash flows and our subsidiaries as of September 30, 2001 included in this prospectus were audited by Arthur Andersen LLP, our independent public accountants, as stated in their report dated as of October 31, 2001. On March 14, 2002, Arthur Andersen LLP was indicted on federal obstruction of justice charges arising from the federal government s investigation of Enron Corporation. On April 15, 2002, upon the recommendation of the Audit Committee of our board of directors, our board of directors approved the dismissal of Arthur Andersen LLP as our independent public accountants and the appointment of PricewaterhouseCoopers LLP to serve as our independent public accountants for the fiscal year ending December 31, 2002 and for the transition period ending December 31, 2001.

Arthur Andersen LLP was convicted on federal obstruction of justice charges on June 15, 2002, ceased practicing before the SEC on August 31, 2002, and was sentenced to five years probation on October 16, 2002. Arthur Andersen LLP has not consented to the inclusion of their audit report dated as of October 31, 2001 in this prospectus. Rule 437a under the Securities Act of 1933, as amended, permits us to dispense with the requirement to file their consent. As a result, you may not have an effective remedy against Arthur Andersen LLP in connection with a material misstatement or omission with respect to our audited consolidated financial statements that are included in this prospectus or any other filing we may make with the SEC, including, with respect to this offering or any other offering registered under the Securities Act, any claim under Section 11 of the Securities Act. In addition, even if you were able to assert such a claim, as a result of its conviction and other lawsuits, Arthur Andersen LLP may fail or otherwise have insufficient assets to satisfy claims made by investors or by us that might arise under federal securities laws or otherwise relating to any material misstatement or omission with respect to our audited consolidated financial statements.

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Our earnings may be adversely affected if we change our accounting policy with respect to employee stock options.

Stock options are an important component of compensation packages for most of our mid- and senior-level employees. We currently do not deduct the expense of employee stock option grants from our income. Many companies, however, are considering a change to their accounting policies to record the value of stock options issued to employees as an expense and changes in the accounting treatment of stock options are currently under consideration by the Financial Accounting Standards Board and other accounting standards-setting bodies. If we were to change our accounting policy with respect to the treatment of employee stock option grants, our earnings could be materially adversely affected. For example, if we applied the fair value recognition provisions under consideration, our net income for the three months ended September 30, 2003 would have been $325,237, as compared to the reported net income of $526,874, and our net income for the nine months ended September 30, 2003 would have been $523,052, as compared to the reported net income of $1,127,962.

Trading in our common stock may be volatile, which may result in substantial declines in its market price.

The market price of our common stock has experienced historical volatility and might continue to experience volatility in the future in response to quarter-to-quarter variations in:

operating results;
analysts reports;
market conditions in the industry;
changes in governmental regulations; and
changes in general conditions in the economy or the financial markets.

The market has also experienced significant decreases in value. This volatility and the recent market decline has affected the market prices of securities issued by many companies, often for reasons unrelated to their operating performance, and may adversely affect the price of our common stock. Between January 31, 2002 and September 30, 2003, our common stock has traded at a low of $1.12 per share and a high of $7.98 per share.

Our common stock began trading on the American Stock Exchange in February 2003 and has a limited trading market. We cannot assure that an active trading market will develop or, if developed, will be maintained. As a result, our stockholders may find it difficult to dispose of shares of our common stock and, as a result, may suffer a loss of all or a substantial portion of their investment.

Certain provisions of our charter and Delaware law could make a takeover difficult and may prevent or frustrate attempts by our stockholders to replace or remove our management team.

We have an authorized class of 1,750,000 shares of undesignated preferred stock that may be issued by our board of directors, on such terms and with such rights, preferences and designation as the Board may determine. Issuance of such preferred stock, depending upon the rights, preferences and designations thereof, may have the effect of delaying, deterring or preventing a change in control of us. In addition, we are subject to provisions of Delaware corporate law which, subject to certain exceptions, will prohibit us from engaging in any business combination with a person who, together with affiliates and associates, owns 15% or more of our common stock for a period of three years following the date that the person came to own 15% or more of our common stock unless the business combination is approved in a prescribed manner.

These provisions of our certificate of incorporation, and of Delaware law may have the effect of delaying, deterring or preventing a change in control of our company, may discourage bids for our common stock at a premium over market price and may adversely affect the market price, and the voting and other rights of the holders, of our common stock. In addition, these provisions make it more difficult to replace or remove our current management team in the event our stockholders believe this would be in the best interest of our company and our stockholders.

Special Note Regarding Forward-Looking Statements

This prospectus includes and incorporates forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended, based upon the beliefs of our management, as well as assumptions made by, and the information currently available to, our management. All statements, other than statements of historical facts, included or incorporated in this prospectus regarding our strategy,

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future operations, financial position, future revenues, projected costs, prospects, plans and objectives of management are forward-looking statements. The words anticipates, believes, estimates, expects, intends, may, plans, projects, will, would and similar expressi identify forward-looking statements, although not all forward-looking statements contain these identifying words. We cannot guarantee that we actually will achieve the plans, intentions or expectations disclosed in our forward-looking statements and you should not place undue reliance on our forward-looking statements. Actual results or events could differ materially from the plans, intentions and expectations disclosed in the forward-looking statements we make. We have included important factors in the cautionary statements included or incorporated in this prospectus, particularly under the heading Risk Factors, that we believe could cause actual results or events to differ materially from the forward-looking statements that we make. Our forward-looking statements do not reflect the potential impact of any future acquisitions, mergers, dispositions, joint ventures or investments we may make. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this prospectus. Except for special circumstances in which a duty to update arises when prior disclosure becomes materially misleading in light of subsequent circumstances, we do not intend to update any of these forward-looking statements to reflect events or circumstances after the date of this prospectus or to reflect the occurrence of unanticipated events.

Use of Proceeds

We will not receive any proceeds from the sale of common stock by the selling stockholders. The selling stockholders will pay any underwriting discounts and commissions and expenses incurred by the selling stockholders in disposing of the shares. We will bear all other costs, fees and expenses incurred in effecting the registration of the shares covered by this prospectus, including, without limitation, all registration and filing fees, American Stock Exchange listing fees and fees and expenses of our counsel and our accountants.

Selling Stockholders

The following table sets forth the common stock ownership of the selling stockholders, as of September 30, 2003, as adjusted to reflect the sale of the common stock in this offering. Except as described in this prospectus, the selling stockholders have not held any position or office or had any other material relationship with us or any of our predecessors or affiliates within the past three years.

The 4,441,714 shares covered by this prospectus represented approximately 41.8% of our outstanding shares of common stock as of September 30, 2003. The 4,441,714 shares covered by this prospectus consist of the following:

- 1,762,000 shares are being registered on behalf of certain institutional investors who purchased such shares in a private placement of our common stock, which closed on September 15, 2003;
- 2,355,000 shares represent previously issued and outstanding shares, which are being registered pursuant to piggyback registration rights granted in 1994 to a certain holder of our common stock;
- 188,549 shares represent previously issued and outstanding shares, which are being registered pursuant to piggyback registration rights granted in 2001 to a certain holder of our common stock; and
- 136,165 shares represent shares of our common stock issuable but not outstanding under a convertible note, which are being registered pursuant to piggyback registration rights granted in 2001.

The shares of our common stock may be offered and sold from time to time by the selling stockholders identified in this prospectus, or their pledgees, donees, transferees or other successors-in-interest through public or private transactions at prevailing market prices, at prices related to prevailing market prices or at privately negotiated prices. The selling stockholders will pay all underwriting discounts and selling commissions, if any, applicable to the sale of the shares.

The following table sets forth the aggregate number of shares of common stock beneficially owned by the selling stockholders as of September 30, 2003, and the percentage of all shares of common stock held by such selling stockholders prior to and after giving effect to the offering based on 10,632,852 shares of common stock outstanding as of September 30, 2003. We considered the following factors and made the following assumptions regarding the table:

- beneficial ownership is determined under Section 13(d) of the Exchange Act and generally includes voting or investment power with respect to securities and including any securities that grant the selling stockholder the right to acquire common stock within 60 days of September 30, 2003; and
- the selling stockholders may sell all of the securities offered by this prospectus under certain circumstances.

Notwithstanding these assumptions, the selling stockholders may sell less than all of the shares listed on the table. In addition, the shares listed below may be sold pursuant to this prospectus or in privately negotiated transactions. Accordingly, we cannot estimate the number of shares of common stock that the selling stockholders will sell under this prospectus.

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The selling stockholders have advised us that they are the beneficial owners of the shares being offered.

Name of Selling Stockholder	Beneficial Ownership of Selling Stockholders Prior to Offering		Number of Shares Offered Hereby	Beneficial Ownership of Shares After Offering	
	Number	Percent (%) [1]	Number [2]	Number [2]	Percent (%) [1][2]
Atlas Capital Master Fund, Ltd.	150,000	1.4%	150,000		*
Atlas Capital (Q.P.) L.P.	50,000	*	50,000		*
Bonanza Master Fund Ltd.	91,018	*	91,018		*
CDC Derivatives Inc.	134,051	1.3%	134,051		*
Covance Inc.[3]	2,355,000	22.15%	2,355,000		*
Eller Financial Corp	30,000	*	30,000		*
Hathaway Partners Investment Limited Partnership	45,000	*	28,000	17,000	*
Merlin Biomed Long Term Appreciation Fund, L.P.	67,000	*	34,000	33,000	*
Merlin Biomed Offshore Fund, L.P.	183,000	1.7%	66,000	117,000	1.1%
Oppenheimer Emerging Growth Fund	123,800	1.2%	123,800		*
OppenheimerFunds plc U.S. Emerging Growth Fund	11,500	*	11,500		*
Pequot Navigator Onshore Fund, L.P.	60,000	*	60,000		*
Pequot Scout Fund, L.P.	90,000	*	90,000		*
The Pinnacle Fund, L.P.	521,500	4.9%	243,798	277,702	2.6%
Precept Capital Master Fund, G.P.	192,000	1.8%	50,000	142,000	1.3%
Quintiles, Inc.	324,714	3.1%	324,714		*
Sandor Capital Master Fund, L.P.	15,000	*	15,000		*
SDS Merchant Fund, LP	20,133	*	20,133		*
SF Capital Partners Ltd.	75,000				
07PMD555		SULUK	44.0	53.0	9.0 2.1
07PMD556		RAND	160.0	161.5	1.5 5.4
			186.5	197.0	10.5 1.9

07PMD557	SULUK	154.0	172.5	18.5	8.2
includes		163.0	166.0	3.0	30.4
07PMD558	RAND	115.5	152.0	36.5	1.3
And		201.2	209.8	8.6	3.8
And		249.0	264.0	15.0	1.2

07PMD559	SULUK	275.7	287.0	11.3	2.4	
And		299.0	319.0	20.0	6.1	
includes		306.4	317.6	11.1	7.0	
And		381.0	386.0	5.0	12.6	
07PMD560	RAND	75.0	77.4	2.4	5.1	
And		122.8	124.2	1.5	5.4	
07PMD561	SULUK				n.s.v.	No significant values
07PMD562	SULUK	125.6	135.0	9.4	1.4	
includes		133.8	134.1	0.3	11.2	
And		176.0	182.5	6.5	6.7	
And		203.0	212.0	9.0	3.6	
includes		209.0	210.7	1.7	10.2	
07PMD563	RAND				n.s.v.	No significant values
07PMD564	SULUK	187.2	197.0	9.8	1.9	
07PMD566	SULUK	28.5	60.5	32.0	3.2	
includes		38.8	46.5	7.7	7.3	
07PMD567	SULUK	16.0	60.8	44.8	1.2	At bedrock surface
includes		19.0	23.5	4.5	2.8	
And		94.0	97.5	3.5	3.4	
And		176.5	178.0	1.5	12.0	
07PMD568	SULUK	139.0	197.0	58.0	4.6	
includes		139.0	144.5	5.5	7.9	
includes		170.0	178.1	8.1	12.3	
07PMD569	SULUK	194.0	214.0	20.0	4.6	
includes		205.0	208.1	3.1	8.4	
includes		211.0	212.5	1.5	22.7	
And		264.8	323.0	58.2	5.1	
includes		283.1	287.0	3.9	7.6	
includes		300.6	301.0	0.5	44.9	
includes		310.0	314.0	4.0	33.4	
And		395.2	399.1	3.9	5.8	

07PMD570	SULUK	183.5	224.0	40.5	3.6	
includes		183.5	186.5	3.0	7.5	
And		205.5	212.0	6.5	4.4	
And		222.5	224.0	1.5	18.0	
07PMD571	SULUK	307.0	313.0	6.0	3.8	
And		326.0	335.0	9.0	2.8	
07PMD572	SULUK	81.0	86.6	5.6	4.3	
07PMD573	SULUK	42.5	47.1	4.6	2.2	
And		72.3	81.4	9.1	2.0	
And		96.7	105.2	8.5	3.0	
07PMD574	SULUK	92.0	99.5	7.5	11.8	
includes		93.0	94.0	1.0	36.2	
And		105.0	109.3	4.3	17.6	
includes		105.0	106.3	1.3	49.4	
And		284.5	290.3	5.8	3.0	
07PMD575	SULUK				n.s.v.	No significant values
07PMD576A	SULUK	139.3	148.8	9.5	2.0	
07PMD577	SULUK				n.s.v.	No significant values
07PMD578	SULUK				n.s.v.	No significant values
07PMD579	SULUK	131.7	138.8	7.0	1.2	
And		169.1	198.3	29.2	2.9	
includes		186.0	187.0	1.0	24.9	
07PMD580	SULUK				n.s.v.	No significant values
07PMD581	SULUK				n.s.v.	No significant values
07PMD582	SULUK	83.9	97.0	13.2	10.1	
includes		83.9	85.0	1.2	49.1	
includes		94.5	97.0	2.5	17.0	
07PMD583	SULUK	156.7	158.0	1.3	41.0	
07PMD584	SULUK	22.0	35.3	13.3	1.9	
And		74.0	79.5	5.5	2.2	
07PMD585	SULUK				n.s.v.	Abandoned hole

07PMD586	RAND	61.9	66.8	4.9	3.5	Additional assays are pending
07PMD587	NAARTOK EAST	116.2	128.2	11.9	1.0	Additional assays are pending
And		160.6	213.1	52.5	2.8	
includes		162.0	181.2	19.2	3.7	
includes		204.0	207.0	3.0	6.6	
07PMD588	NAARTOK EAST	9.1	22.0	12.9	2.5	At bedrock surface
includes		14.0	20.0	6.0	4.1	
And		206.6	227.3	20.7	1.8	
includes		215.8	218.1	2.3	7.2	
includes		224.8	227.3	2.5	2.0	Additional assays are pending
07PSD135	SULUK BOSTON				n.s.v.	No significant values
07SBD356A	BN/Connector	332.2	345.0	12.8	2.7	
And		350.0	361.0	11.0	3.0	
And		376.5	383.0	6.5	1.6	
And		403.0	419.0	16.0	1.3	
includes		415.6	419.0	3.4	3.1	
07SBD364	BN/Connector	25.0	33.0	8.0	1.2	
And		85.0	101.0	16.0	1.0	
And		151.0	155.0	4.0	4.2	
And		208.0	220.3	12.3	1.7	
07SBD365	BN/Connector	92.0	107.0	15.0	1.1	
And		264.3	264.6	0.3	10.1	
07SBD366	BN/Connector	165.0	170.0	5.0	2.0	
And		187.5	192.5	5.0	3.5	
07SBD367A	BN/Connector	208.0	212.0	4.0	2.6	Additional assays are pending