

BIOSANTE PHARMACEUTICALS INC
Form S-4/A
August 19, 2009
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As filed with the Securities and Exchange Commission on August 19, 2009

Registration No. 333-161181

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Amendment No. 1 to

Form S-4

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

BIOSANTE PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

Delaware	2386	58-2301143
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification Number)

111 Barclay Boulevard
Lincolnshire, Illinois 60069

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(847) 478-0500

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

Stephen M. Simes

Vice Chairman, President and Chief Executive Officer

BioSante Pharmaceuticals, Inc.

111 Barclay Boulevard

Lincolnshire, Illinois 60069

(847) 478-0500

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

Copies to:

Bruce A. Machmeier, Esq.	Stephen A. Sherwin, M.D.	Sam Zucker, Esq.	Michael J. Kennedy, Esq.
Amy E. Culbert, Esq.	Chairman of the Board and	Eric Sibbitt, Esq.	Michael S. Dorf, Esq.
Oppenheimer Wolff & Donnelly LLP	Chief Executive Officer	O Melveny & Myers LLP	Shearman & Sterling LLP
Plaza VII Building, Suite 3300	Cell Genesys, Inc.	2765 Sand Hill Road	525 Market Street
45 South Seventh Street	400 Oyster Point Boulevard, Suite 525	Menlo Park, California 94025	San Francisco, California 94015
Minneapolis, Minnesota 55402	South San Francisco, California 94080	(415) 984-8777	(415) 616-1100
(612) 607-7000	(650) 266-3000		

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this registration statement and the effective time of the merger of Cell Genesys, Inc., a Delaware corporation, with and into BioSante Pharmaceuticals, Inc., a Delaware corporation, as described in the Agreement and Plan of Merger dated as of June 29, 2009, attached as Annex A to the joint proxy statement/prospectus forming part of this registration statement.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box:

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.

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If this Form is a post-effective amendment filed pursuant to Rule 462(d) 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.

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 definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

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

Accelerated filer

Smaller reporting company

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 of 1933 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 joint proxy statement/prospectus is not complete and may be changed. These securities may not be sold until the registration statement filed with the Securities and Exchange Commission is effective. This joint proxy statement/prospectus is not an offer to sell and it is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

PRELIMINARY COPY SUBJECT TO COMPLETION, DATED AUGUST 19, 2009

PROPOSED MERGER YOUR VOTE IS VERY IMPORTANT

To the Stockholders of BioSante Pharmaceuticals, Inc. and Cell Genesys, Inc:

On June 29, 2009, BioSante Pharmaceuticals, Inc., which we refer to as BioSante, and Cell Genesys, Inc., which we refer to as Cell Genesys, entered into a merger agreement pursuant to which Cell Genesys will merge with and into BioSante, with BioSante continuing as the surviving company. The boards of directors of BioSante and Cell Genesys believe that the merger of the two companies will create more value than either company could achieve individually.

As a result of the merger, each share of Cell Genesys common stock held immediately prior to the effective time of the merger will be converted into 0.1615 of a share of BioSante common stock, subject to potential upward or downward adjustment, in accordance with a formula set forth in the merger agreement which is based on Cell Genesys' net cash, less certain expenses and liabilities, on a date 10 calendar days preceding the anticipated closing date of the merger. As a result of the merger, BioSante will issue an aggregate of approximately 17.8 million shares of BioSante common stock to holders of Cell Genesys common stock and current BioSante stockholders will own approximately 65.0 percent of the outstanding common stock of the combined company and current Cell Genesys stockholders will own approximately 35.0 percent of the outstanding common stock of the combined company, assuming the 0.1615 exchange ratio is not adjusted and the number of outstanding shares of BioSante and Cell Genesys common stock remains unchanged until immediately prior to the effective time of the merger.

The combined company will continue to be named BioSante Pharmaceuticals, Inc. and shares of the combined company will be traded on the NASDAQ Global Market under the symbol BPAX. If the merger is completed, shares of Cell Genesys common stock will no longer be traded on the NASDAQ Global Market. On August 18, 2009, the closing price per share of BioSante common stock was \$2.04 and the closing price per share of Cell Genesys common stock was \$0.3731 each as reported by the NASDAQ Global Market.

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At the effective time of the merger, all outstanding warrants that are unexercised which by their terms will survive the merger will be assumed by BioSante and become warrants to purchase BioSante common stock, except for the warrant subject to a certain warrant exchange agreement dated May 17, 2009, which will be cashed out pursuant to the terms thereof prior to the merger. In addition, as of a date not less than 30 days prior to the anticipated effective time of the merger, all options to purchase Cell Genesys common stock, other than certain designated options held by Cell Genesys current officers, will become fully vested and exercisable until the merger is effective. Upon the effective time of the merger, such unexercised options, other than the assumed options, will terminate, and the assumed options will become options to purchase BioSante common stock. In addition, as a result of the merger, BioSante will assume the \$1.2 million in principal amount of 3.125% convertible senior notes due in November 2011 and the \$20.8 million in principal amount of 3.125% convertible senior notes due in May 2013 issued by Cell Genesys, which will become convertible into shares of BioSante common stock. The underlying number of shares and the exercise or conversion price of these warrants, options and convertible notes will be adjusted based on the final exchange ratio used in the merger. As a result of these adjustments and potential future issuances of BioSante common stock after the merger, BioSante will reserve an additional 5.5 million shares of BioSante common stock, assuming the 0.1615 exchange ratio is not adjusted.

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Upon completion of the merger, holders of BioSante common stock and class C special stock and holders of warrants and options to purchase shares of BioSante common stock will continue to own and hold, respectively, their existing shares of BioSante stock and warrants and options for BioSante common stock.

Consummation of the merger is subject to a number of customary closing conditions, as well as a condition that Cell Genesys's net cash, less certain expenses and liabilities, is a specified minimum amount as of 10 calendar days prior to the anticipated closing date of the merger, which amount varies depending upon the closing date of the merger. While the U.S. federal income tax consequences of the merger are not free from doubt, BioSante and Cell Genesys intend to treat the merger as a taxable transaction for U.S. federal income tax purposes.

BioSante and Cell Genesys each are holding a special meeting of stockholders in order to obtain the stockholder approvals necessary to complete the merger. At the BioSante special meeting, which will be held at [] local time, on [], [], 2009 at the [], unless postponed or adjourned to a later date, BioSante will ask its stockholders to, among other things, approve the adoption of the merger agreement and the transactions contemplated thereby, including the merger and the issuance of shares of BioSante common stock in the merger, and an amendment to the BioSante charter to increase the authorized number of shares of BioSante common stock. At the Cell Genesys special meeting, which will be held at [] local time, on [], [], 2009 at Cell Genesys's corporate offices located at 400 Oyster Point Boulevard, South San Francisco, California 94080, unless postponed or adjourned to a later date, Cell Genesys will ask its stockholders to, among other things, approve the adoption of the merger agreement and the transactions contemplated thereby, including the merger.

After careful consideration, the BioSante and Cell Genesys boards of directors unanimously have approved the merger agreement and related transactions. The BioSante board of directors unanimously recommends that BioSante stockholders vote **FOR** the adoption of the merger agreement and the transactions contemplated thereby, including the merger and the issuance of shares of BioSante common stock in the merger, and **FOR** the amendment to the BioSante charter to increase the authorized number of shares of BioSante common stock. The Cell Genesys board of directors unanimously recommends that Cell Genesys stockholders vote **FOR** the adoption of the merger agreement and the transactions contemplated thereby, including the merger.

This joint proxy statement/prospectus describes the proposed merger and related transactions in more detail. BioSante and Cell Genesys urge you to read this entire document carefully, including the merger agreement, which is included as Annex A. **For a discussion of risk factors you should consider in evaluating the merger, see the section entitled Risk Factors beginning on page 22.**

BioSante and Cell Genesys are excited about the opportunities that the proposed merger brings to both BioSante and Cell Genesys stockholders and thank you for your consideration and continued support.

Stephen M. Simes

Vice Chairman, President and

/s/ Stephen A. Sherwin, M.D.

Stephen A. Sherwin, M.D.

Chairman of the Board and

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BioSante Pharmaceuticals, Inc

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

To Be Held On [], 2009

Dear BioSante Stockholder:

A special meeting of the stockholders of BioSante Pharmaceuticals, Inc. will be held on [], 2009 at [] a.m., local time, at [], for the following purposes:

1. To consider and vote upon a proposal to adopt the Agreement and Plan of Merger dated as of June 29, 2009 by and between BioSante and Cell Genesys, a copy of which is attached as Annex A to the joint proxy statement/prospectus accompanying this notice, and the transactions contemplated thereby, including the merger and the issuance of shares of BioSante common stock in the merger.

2. To consider and vote upon a proposal to approve an amendment to BioSante's certificate of incorporation to increase the number of shares of BioSante common stock BioSante is authorized to issue from 100 million to 200 million and to increase the number of shares of BioSante capital stock BioSante is authorized to issue by 100 million, to reflect the increase in the authorized BioSante common stock.

3. To consider and vote upon a proposal to approve an adjournment of the BioSante special meeting, if necessary, to solicit additional proxies if there are not sufficient votes in favor of BioSante Proposal Nos. 1 and 2.

Stockholders also will consider and act on any other matters as may properly come before the special meeting or any adjournment or postponement thereof, including any procedural matters incident to the conduct of the special meeting.

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The board of directors of BioSante has fixed [], 2009 as the record date for the determination of BioSante stockholders entitled to notice of, and to vote at, the BioSante special meeting or any adjournments or postponements of the BioSante special meeting. Only holders of record of BioSante common stock and class C special stock at the close of business on the BioSante record date are entitled to notice of, and to vote at, the BioSante special meeting. At the close of business on the record date, BioSante had [] shares of common stock and [] shares of class C special stock outstanding and entitled to vote.

Your vote is important. The affirmative vote of holders of a majority of the BioSante common stock and class C special stock, voting as a single class, having voting power outstanding on the record date for the BioSante special meeting is required for approval of BioSante Proposal No. 1. The affirmative vote of holders of a majority of the BioSante common stock and class C special stock, voting as a single class, and BioSante common stock, voting as a separate class, having voting power outstanding on the record date for the BioSante special meeting is required for approval of BioSante Proposal No. 2. The affirmative vote of holders of a majority of the BioSante common stock and class C special stock, voting as a single class, present in person or represented by proxy at the BioSante special meeting is required for approval of BioSante Proposal No. 3. Please also note that the approval of Proposal No. 1 is not conditioned upon the approval of Proposal No. 2, however, the approval of Proposal No. 2 is conditioned upon the approval of Proposal No. 1 by stockholders of both BioSante and Cell Genesys.

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Even if you plan to attend the BioSante special meeting in person, BioSante requests that you complete, sign and return the enclosed proxy and thus ensure that your shares will be represented at the BioSante special meeting if you are unable to attend. If you sign, date and mail your proxy card without indicating how you wish to vote, your proxy will be counted as a vote in favor of BioSante Proposal Nos. 1 through 3. If you fail to return your proxy card, the effect will be that your shares will not be counted for purposes of determining whether a quorum is present at the BioSante special meeting and will count as a vote against BioSante Proposal Nos. 1 and 2. If you do attend the BioSante special meeting and wish to vote in person, you may withdraw your proxy and vote in person.

The BioSante board of directors has determined that the merger agreement and the transactions contemplated by it, including the merger and the issuance of shares of BioSante common stock in the merger, are advisable and in the best interests of BioSante and its stockholders. The BioSante board of directors unanimously has approved and adopted the merger agreement and the transactions contemplated by it, including the merger and the issuance of shares of BioSante common stock in the merger, and recommends that BioSante stockholders vote **FOR** the adoption of the merger agreement and the transactions contemplated thereby, including the merger and the issuance of shares of BioSante common stock in the merger, **FOR** the amendment to the BioSante charter to increase the authorized number of shares of common stock, and **FOR** the adjournment of the BioSante special meeting, if necessary, to solicit additional proxies if there are not sufficient votes in favor of BioSante Proposal Nos. 1 and 2.

By Order of the Board of Directors,

Phillip B. Donenberg
Chief Financial Officer, Treasurer and Secretary

[] [], 2009

Lincolnshire, Illinois

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Cell Genesys, Inc.

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

To Be Held On [], 2009

Dear Cell Genesys Stockholder:

A special meeting of the stockholders of Cell Genesys will be held on [], 2009 at [] a.m., local time, at Cell Genesys's corporate offices located at 400 Oyster Point Boulevard, South San Francisco, California 94080, for the following purposes:

1. To consider and vote upon a proposal to adopt the Agreement and Plan of Merger dated as of June 29, 2009 by and between BioSante and Cell Genesys, a copy of which is attached as Annex A to the joint proxy statement/prospectus accompanying this notice, and the transactions contemplated thereby, including the merger.

2. To consider and vote upon a proposal to approve an adjournment of the Cell Genesys special meeting, if necessary, to solicit additional proxies if there are not sufficient votes in favor of Cell Genesys Proposal No. 1.

Stockholders also will consider and act on any other matters as may properly come before the special meeting or any adjournment or postponement thereof, including any procedural matters incident to the conduct of the special meeting.

The board of directors of Cell Genesys has fixed [], 2009 as the record date for the determination of Cell Genesys stockholders entitled to notice of, and to vote at, the Cell Genesys special meeting or any adjournments or postponements of the Cell Genesys special meeting. Only holders of record of Cell Genesys common stock at the close of business on the Cell Genesys record date are entitled to notice of, and to vote at, the Cell Genesys special meeting. At the close of business on the record date, Cell Genesys had [] shares of common stock outstanding and entitled to vote.

Your vote is important. The affirmative vote of holders of a majority of the Cell Genesys common stock having voting power outstanding on the record date for the Cell Genesys special meeting is required for approval of Cell Genesys Proposal No. 1. The affirmative vote of holders of a majority of the Cell Genesys common stock present in person or represented by proxy at the Cell Genesys special meeting is required for approval of Cell Genesys Proposal No. 2 above.

Even if you plan to attend the Cell Genesys special meeting in person, Cell Genesys requests that you complete, sign and return the enclosed proxy and thus ensure that your shares will be represented at the Cell Genesys special meeting if you are unable to attend. If you sign, date and mail your proxy card without indicating how you wish to vote, your proxy will be counted as a vote in favor of Cell Genesys Proposal Nos. 1 and 2. If you fail to return your proxy card, the effect will be that your shares will not be counted for purposes of determining whether a quorum is present at the Cell Genesys special meeting and will count as a vote against Cell Genesys Proposal No. 1. If you do attend the Cell Genesys special meeting and wish to vote in person, you may withdraw your proxy and vote in person.

The Cell Genesys board of directors has determined that the merger agreement and the transactions contemplated by it, including the merger, are advisable and in the best interests of Cell Genesys and its stockholders. The Cell Genesys board of directors unanimously has approved and adopted the merger agreement and the transactions contemplated by it, including the merger, and recommends that Cell Genesys stockholders vote FOR the adoption of the merger agreement and the transactions contemplated thereby, including the merger, and FOR the adjournment of the Cell

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Genesys special meeting, if necessary, to solicit additional proxies if there are not sufficient votes in favor of Cell Genesys Proposal No. 1.

By Order of the Board of Directors,

/s/ Sharon E. Tetlow

Sharon E. Tetlow
Secretary

South San Francisco, California
[] [], 2009

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BioSante class C special stock or *BioSante class C special stock* refer to shares of class C special stock, par value of \$0.0001 per share, of BioSante, and references to *shares of Cell Genesys common stock*, *Cell Genesys common stock* or *Cell Genesys shares* refer to shares of common stock, par value \$0.001 per share, of Cell Genesys. Except as otherwise specifically noted, references to *we*, *us*, or *our* refer to both BioSante and Cell Genesys.

BioSante owns or has rights to various trademarks, trade names or service marks, including the following: *BioSante*®, *Elestrin* , *LibiGel*®, *Bio-T-Gel* , *The Pill-Plus* , *BioVant* , *BioLook* , *CAP-Oral* and *BioAir* . Cell Genesys owns or has rights to various trademarks, trade names or service marks, including the following: *Cell Genesys*®, *Cell Design*®, *Changing the Future of Oncology*®, *GVAX*®, *CIRZEDE* , *CAPTEOS* , *ENEDROS* and *TROCAPSA* . This joint proxy statement/prospectus also contains trademarks, trade names and service marks of others.

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QUESTIONS AND ANSWERS ABOUT THE MERGER

The following section provides answers to frequently asked questions about the merger. This section, however, only provides summary information. These questions and answers may not address all issues that may be important to you as a BioSante or Cell Genesys stockholder. You should carefully read the entire joint proxy statement/prospectus, including each of the annexes.

Q: What is the merger?

A: BioSante and Cell Genesys have entered into an Agreement and Plan of Merger, dated as of June 29, 2009, which is referred to in this joint proxy statement/prospectus as the merger agreement, that contains the terms and conditions of the proposed merger of BioSante and Cell Genesys. Under the merger agreement, Cell Genesys will merge with and into BioSante, with BioSante continuing as the surviving company. This transaction is referred to as the merger.

As a result of the merger, each share of Cell Genesys common stock held immediately prior to the effective time of the merger will be converted into 0.1615 of a share of BioSante common stock, subject to potential upward or downward adjustment in accordance with a formula set forth in the merger agreement which is based on Cell Genesys' net cash, less certain expenses and liabilities, on a date 10 calendar days preceding the anticipated closing date of the merger. As a result of the merger, BioSante will issue an aggregate of approximately 17.8 million shares of BioSante common stock to holders of Cell Genesys common stock and current BioSante stockholders will own approximately 65.0 percent of the outstanding common stock of the combined company and current Cell Genesys stockholders will own approximately 35.0 percent of the outstanding common stock of the combined company, assuming the 0.1615 exchange ratio is not adjusted and the number of outstanding shares of BioSante and Cell Genesys common stock remains unchanged until immediately prior to the effective time of the merger.

Q: Why are the companies proposing the merger?

A: BioSante and Cell Genesys both believe that the merger of the two companies will be able to create more value than either company could achieve individually. For a more complete description of the reasons for the merger, see the sections entitled "The Merger BioSante Reasons for the Merger" beginning on page 80 and "The Merger Cell Genesys Reasons for the Merger" beginning on page 83.

Q: What will I receive in the merger?

A: *BioSante Stockholders.* Each share of BioSante common stock and BioSante class C special stock held by BioSante stockholders immediately before the effective time of the merger will continue to represent one

share of BioSante common stock and one share of BioSante class C special stock, respectively, of the combined company after the effective time of the merger. In other words, BioSante stockholders will receive no additional consideration in the merger and the merger will not change the number of shares of BioSante common stock and BioSante class C special stock a BioSante stockholder currently owns.

Cell Genesys Stockholders. Cell Genesys stockholders will have the right to receive 0.1615 of a share of BioSante common stock for every one share of Cell Genesys common stock held immediately prior to the effective time of the merger, subject to potential upward or downward adjustment as described in the merger agreement depending upon the amount of net cash of Cell Genesys, less certain expenses and liabilities, on a date 10 calendar days preceding the anticipated closing date of the merger transaction. The number of shares of BioSante common stock that holders of Cell Genesys common stock will be entitled to receive will be based upon the difference between Cell Genesys s

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net cash balance at the determination date and the target net cash amount applicable as of the date of the merger closing, all as set forth in the merger agreement. If Cell Genesys's net cash balance at the determination date is no more than \$500,000 greater than or no more than \$500,000 less than the applicable target net cash amount, then the exchange ratio will be 0.1615. The actual exchange ratio will be determined in accordance with the merger agreement and might be higher or lower than 0.1615 depending on whether the actual net cash balance of Cell Genesys is higher or lower than the applicable target net cash amount and the amount of the difference between the actual net cash balance of Cell Genesys as of the determination date and the applicable target net cash. The merger agreement provides for a range of 38 different exchange ratios dependent upon these variables from a maximum exchange ratio of 0.2424 if Cell Genesys's actual net cash balance is more than \$5,000,000 above the applicable target net cash amount to a minimum exchange ratio of 0.1036 if Cell Genesys's actual net cash balance is between \$4,750,001 to \$5,000,000 below the applicable target net cash amount. BioSante will issue a press release after the final determination of the exchange ratio announcing the final exchange ratio and Cell Genesys's net cash balance at the determination date. Cell Genesys stockholders will receive cash for any fractional shares of BioSante common stock that they would otherwise receive in the merger.

Q: What will happen to Cell Genesys options or other stock-based awards to acquire Cell Genesys common stock?

A: All options to purchase shares of Cell Genesys common stock, other than designated options held by Cell Genesys's current officers, will become fully vested and exercisable until immediately prior to the effective time of the merger, at which time any unexercised options will terminate. At the effective time of the merger, the designated options held by Cell Genesys's current officers will be assumed by BioSante and converted into and become options to purchase shares of BioSante common stock, on terms substantially identical to those in effect immediately prior to the effective time of the merger, except that appropriate adjustments will be made to the number of shares and the exercise price, based on the final exchange ratio used in the merger. All Cell Genesys restricted stock units and restricted stock that are subject to risk of forfeiture, if any, will become fully vested and no longer subject to any such restriction, and at the effective time of the merger, will be exchanged for fully-vested shares of BioSante common stock based on the final exchange ratio used in the merger. However, no such restricted stock units or restricted stock were outstanding as of the printing of this joint proxy statement/prospectus.

Q. What will happen to Cell Genesys warrants to acquire Cell Genesys common stock?

A. Other than the warrant subject to a certain warrant exchange agreement dated May 17, 2009, which will be cashed out pursuant to the terms thereof prior to the merger, at the effective time of the merger, Cell Genesys warrants outstanding and unexercised at the effective time of the merger will be assumed by BioSante to the extent such obligations survive the merger under the terms of the respective Cell Genesys warrants, but will be converted into and become warrants to purchase shares of BioSante common stock on terms substantially identical to those in effect prior to the merger, except for adjustments to the underlying number of shares and the exercise price based on the final exchange ratio used in the merger.

Q: Can the value of the transaction change between now and the time the merger is completed?

A: Yes. The value of BioSante common stock can change between now and the time the merger is completed and the exchange ratio is subject to adjustment based on Cell Genesys's net cash, less certain expenses and liabilities. If Cell Genesys's net cash balance at the determination date is no more than \$500,000 greater than or no more than \$500,000 less than the applicable target net cash amount, then the exchange ratio will be 0.1615. The actual exchange ratio will be determined in accordance with the merger agreement and will be higher or lower than 0.1615 depending on whether

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the actual net cash balance of Cell Genesys is higher or lower than the applicable target net cash amount and the amount of the difference between the actual net cash balance of Cell Genesys as of the determination date and the applicable target net cash. The merger agreement provides for a range of 38 different exchange ratios dependent upon these variables from a maximum exchange ratio of 0.2424 if Cell Genesys's actual net cash balance is more than \$5,000,000 above the applicable target net cash amount to a minimum exchange ratio of 0.1036 if Cell Genesys's actual net cash balance is between \$4,750,001 to \$5,000,000 below the applicable target net cash amount. See The Merger Agreement Merger Consideration and Adjustment beginning on page 109 for additional information. The exchange ratio will not change, however, if the market value of BioSante common stock changes. Therefore, the market value of the total transaction, and of the BioSante common stock issued to Cell Genesys stockholders in the merger, will increase or decrease as the market value of BioSante common stock increases or decreases.

Q: Who will be the directors and executive officers of the combined company following the merger?

A: Following the merger, the board of directors of the combined company will be as follows:

Name	Current Principal Affiliation
Fred Holubow	Director of BioSante
Peter Kjaer	Director of BioSante
Ross Mangano	Director of BioSante
John T. Potts, Jr., M.D.	Director of Cell Genesys
Edward C. Rosenow III, M.D.	Director of BioSante
Stephen A. Sherwin, M.D.	Director and Chief Executive Officer of Cell Genesys
Stephen M. Simes	Director, Vice Chairman, President and Chief Executive Officer of BioSante
Louis W. Sullivan, M.D.	Chairman of the Board of BioSante

Dr. Sullivan, BioSante's chairman of the board, will continue as chairman of the board of the combined company.

Following the merger, the executive officers of the combined company will be the current executive officers of BioSante, who are as follows:

Name	Position
Stephen M. Simes	Vice Chairman, President and Chief Executive Officer
Phillip B. Donenberg	Chief Financial Officer, Treasurer and Secretary

Q: What will happen to BioSante or Cell Genesys if, for any reason, the merger does not close?

A: BioSante and Cell Genesys have invested significant time and incurred, and expect to continue to incur, significant expenses related to the proposed merger. In the event the merger does not close, each of BioSante and Cell Genesys will review all alternatives then available to it. However, BioSante or Cell Genesys may not be able to consummate an alternative transaction on favorable terms, or at all. Failure to complete the merger could result in other adverse effects, as discussed in Risk Factors Risks Related to the Merger beginning on page 22.

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Q: What are the conditions to the consummation of the merger?

A: Each party's obligation to complete the merger is subject to the satisfaction or waiver (if permissible) by the parties, at or prior to the merger, of various conditions, which include the following:

- the effectiveness of, and the absence of any stop order with respect to, the registration statement on Form S-4 of which this joint proxy statement/prospectus forms a part;
- the adoption and approval of the merger agreement and merger by the requisite vote of the Cell Genesys stockholders;
- the adoption and approval of the merger agreement and merger and the issuance of BioSante common stock pursuant to the merger agreement by the requisite vote of the BioSante stockholders;
- the absence of any legal prohibition to completing the merger;
- the approval for listing on NASDAQ of the shares of BioSante common stock issuable in the merger; and
- the due execution and delivery of supplemental indentures governing Cell Genesys's convertible senior notes.

In addition, each party's obligation to complete the merger is further subject to the satisfaction or waiver (if permissible) by that party of the following additional conditions:

- the representations and warranties of the other party in the merger agreement relating to its authority to enter into the merger agreement being true and correct and relating to its capital structure being true and correct except for de minimis errors, in each case as of the date of the merger agreement and as of the effective time of the merger;

- all other representations and warranties of the other party in the merger agreement being true and correct as of the date of the merger agreement and as of the effective time of the merger or, if such representations and warranties address matters as of a particular date, then as of that particular date, except in each case where the failure of these representations and warranties to be true and correct, disregarding any materiality qualifications, would not reasonably be expected to have a material adverse effect on the party making the representations and warranties;
- the other party to the merger agreement having performed or complied with in all material respects all agreements and covenants required to be performed or complied with by it at or before the effective time of the merger;
- the other party having delivered a certificate signed by a duly authorized officer certifying to the satisfaction of such party of the above conditions in the merger agreement; and
- no material adverse effect on the other party shall have occurred and be continuing since the date of the merger agreement.

In addition, the obligation of BioSante to complete the merger is further subject to the satisfaction or waiver at or before the effective time of the merger of the condition that Cell Genesys's net cash as of the determination date be no more than \$5,000,000 less than the target net cash applicable as of the closing date of the merger.

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Q: When does BioSante and Cell Genesys expect the merger to be consummated?

A: The merger will be completed upon the filing of a certificate of merger with the Secretary of State of Delaware, but such filing will only be made upon the satisfaction or waiver (if permissible) of the conditions specified in the merger agreement, including receipt of the necessary approvals of BioSante and Cell Genesys stockholders at their respective special meetings and other customary closing conditions. It is possible that factors outside the control of BioSante and Cell Genesys could result in the merger not being completed or being completed later than expected. Although the exact timing of completion of the merger cannot be predicted with certainty, BioSante and Cell Genesys anticipate completing the merger in the late third or early fourth quarter of 2009.

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**QUESTIONS AND ANSWERS FOR BIOSANTE STOCKHOLDERS ABOUT
THE BIOSANTE SPECIAL MEETING**

The following section provides answers to frequently asked questions about the BioSante special meeting of stockholders. This section, however, only provides summary information. These questions and answers may not address all issues that may be important to you as a BioSante stockholder. You should carefully read the entire joint proxy statement/prospectus, including each of the annexes.

Q: What proposals will be voted on at the BioSante special meeting?

A: The following proposals will be voted on at the BioSante special meeting:

- The first proposal to be voted upon is whether to adopt the Agreement and Plan of Merger dated as of June 29, 2009 by and between BioSante and Cell Genesys, a copy of which is attached as Annex A to this joint proxy statement/prospectus, and the transactions contemplated thereby, including the merger and the issuance of shares of BioSante common stock in the merger. See *The Merger* and *The Merger Agreement* beginning on page 64 for a more detailed description of the transaction.
- The second proposal to be voted upon is whether to approve an amendment to BioSante's certificate of incorporation to increase the number of shares of BioSante common stock BioSante is authorized to issue from 100 million to 200 million and to increase the number of shares of BioSante capital stock BioSante is authorized to issue by 100 million, to reflect the increase in the authorized BioSante common stock. See *Matters Being Submitted to a Vote of BioSante Stockholders Proposal No. 2 Approval of Amendment to BioSante's Certificate of Incorporation to Increase Authorized Shares of BioSante Stock* beginning on page 59 for a more detailed description of the proposed amendment.
- The third proposal to be voted upon is whether to adjourn the BioSante special meeting, if necessary, to solicit additional proxies if there are not sufficient votes in favor of the first and second proposals.

Q: What risks should I consider before I vote on the proposed merger transaction?

A: You should review the section entitled *Risk Factors* beginning on page 22.

Q: How does the BioSante board of directors recommend that BioSante stockholders vote?

A: After careful consideration, the BioSante board of directors unanimously has approved the merger agreement, including the merger and issuance of shares of BioSante common stock in the merger, and each of the proposals described in this joint proxy statement/prospectus that BioSante stockholders are being asked to consider, and has determined that they are advisable, fair to and in the best interests of BioSante stockholders. Accordingly, the BioSante board of directors unanimously recommends that BioSante stockholders vote **FOR** each such proposal.

Q: Can I dissent and require appraisal of my shares?

A: No. Under the Delaware General Corporation Law, BioSante stockholders will not have appraisal rights in connection with the merger. See *The Merger Appraisal Rights* beginning on page 108.

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Q: Why is the proposal to amend BioSante's charter to increase the number of authorized shares of BioSante common stock included in this joint proxy statement/prospectus and is it necessary for the completion of the merger?

A: BioSante has included a proposal to approve an amendment to BioSante's certificate of incorporation to increase the number of shares of BioSante common stock BioSante is authorized to issue from 100 million to 200 million and to increase the number of shares of BioSante capital stock BioSante is authorized to issue by 100 million, to reflect the increase in the authorized BioSante common stock. On the record date, BioSante had outstanding approximately 33.0 million shares of BioSante common stock outstanding, approximately 391,286 shares of BioSante common stock were issuable upon conversion of BioSante class C special stock and approximately 7.7 million shares of BioSante common stock were issuable upon exercise of options and warrants. In addition, as a result of the merger, BioSante will issue approximately 17.8 million shares of BioSante common stock and reserve an additional 5.5 million shares of BioSante common stock, assuming the 0.1615 exchange ratio is not adjusted. Although not necessary to complete the merger transaction, the BioSante board of directors believes that the availability of additional authorized shares will provide BioSante with the flexibility in the future to issue shares of BioSante common stock for general corporate purposes, such as raising additional capital and settling outstanding obligations, acquisitions of companies or assets and sales of stock or securities convertible into or exercisable for common stock. The BioSante board of directors also believes that this will provide BioSante with additional flexibility to meet business and financing needs as they arise.

The approval of the merger agreement and the transactions contemplated by it is not conditioned upon approval of the amendment to BioSante's certificate of incorporation to increase the number of authorized shares of BioSante common stock. However, the approval of the amendment to BioSante's certificate of incorporation is conditioned upon approval of the merger agreement. Therefore, the proposal to amend BioSante's certificate of incorporation will only be effected if the merger agreement is approved by the stockholders of BioSante and Cell Genesys and the merger is completed.

Q: When and where is the BioSante special meeting?

A: The BioSante special meeting of stockholders will be held on [], 2009 at [], local time, at the [] to consider and vote on the proposals related to the merger agreement and the transactions contemplated by it. For additional information relating to the BioSante special meeting, please see the section entitled "The Special Meeting of BioSante Stockholders" beginning on page 51.

Q: Who is soliciting my proxy?

A: This proxy is being solicited by the BioSante board of directors.

Q: What do I do now?

A: BioSante urges you to carefully read and consider this joint proxy statement/prospectus, including its annexes, and consider how the proposed merger affects you.

In order for your shares to be represented at the BioSante special meeting:

- you can vote by telephone or through the Internet by following the instructions included on your proxy card;

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- you can indicate on the enclosed proxy card how you would like to vote and sign and return the proxy card in the accompanying pre-addressed postage paid envelope; or
- you can attend the BioSante special meeting in person.

If you hold your shares in street name, please refer to your proxy card or the information forwarded by your bank, broker or other holder of record to see which options are available to you.

Q: Who is entitled to vote at the BioSante special meeting?

A: Every stockholder of BioSante on the record date is entitled to vote at the BioSante special meeting. Holders of record of BioSante common stock and BioSante class C special stock at the close of business on [], 2009 are entitled to notice of and to vote at the BioSante special meeting. As of [], 2009, [] shares of BioSante common stock were issued and outstanding and entitled to vote and 391,286 shares of BioSante class C special stock were issued and outstanding and entitled to vote.

Q: What is the difference between holding shares as a stockholder of record and as a beneficial owner?

A: If your shares are registered directly in your name with BioSante's transfer agent, Computershare Trust Company, N.A., you are considered, with respect to those shares, the stockholder of record. These proxy materials are sent to you by mail directly by BioSante.

If your shares are held in a stock brokerage account or by a bank or other holder of record, you are considered the beneficial owner of shares held in street name. These proxy materials are forwarded to you by your broker, bank or other holder of record who is considered, with respect to those shares, the stockholder of record. As the beneficial owner, you have the right to direct your broker, bank or other holder of record on how to vote your shares held in your account.

Q: If I am a stockholder of record of BioSante stock, how do I vote?

A: You may vote by proxy over the Internet by visiting the website established for that purpose at <https://www.proxyvote.com> and following the instructions (please note you must type an s after http), or you may vote by mail or by telephone. Alternatively, if you are a stockholder of record, you may vote in person at the BioSante special meeting. You will receive a ballot when you arrive.

Q: If I am a beneficial owner of shares held in street name, how do I vote?

A: You may vote by proxy over the Internet by visiting the website established for that purpose at <https://www.proxyvote.com> and following the instructions (please note you must type an s after http), or you may vote by mail or by telephone. If you are a beneficial owner of shares held in street name and you wish to vote in person at the BioSante special meeting, you must obtain a valid proxy from the organization that holds your shares.

Q: What can I do if I change my mind after I vote my shares?

A: A stockholder of record may revoke its proxy at any time before it is used on the date of the BioSante special meeting by delivering to the secretary of BioSante:

- written notice of revocation,
- a duly executed proxy bearing a later date or time than that of the previously submitted proxy, or

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- a later dated vote by the Internet, telephone, or a ballot cast in person at the BioSante special meeting.

If you are a beneficial owner of BioSante shares, you may submit new voting instructions by contacting your bank, broker or other holder of record. You also may vote in person if you obtain a legal proxy as described in the answer to the previous question. All shares that have been properly voted and not revoked will be voted at the BioSante special meeting.

Q: What shares are included on the proxy card?

A: If you are a BioSante stockholder of record you will receive only one proxy card for all the BioSante shares you hold in certificate form and in book-entry form.

If you are a beneficial owner, you will receive voting instructions, and information regarding consolidation of your vote, from your bank, broker or other holder of record.

Q: What are the voting requirements to approve each of the proposals that will be voted on at the BioSante special meeting?

A:

Proposal	Vote Required
Adoption of the merger agreement and the transactions contemplated thereby, including the merger and the issuance of shares of BioSante common stock in the merger	Majority of the outstanding BioSante common stock and BioSante class C special stock entitled to vote
Approval of amendment to certificate of incorporation to increase authorized shares of BioSante common stock	Majority of the outstanding BioSante common stock and BioSante class C special stock, voting as a single class, and a majority of the outstanding BioSante common stock, voting as a separate class, entitled to vote
Approval of adjournment of the BioSante special meeting, if necessary, to solicit additional proxies if there are not sufficient votes in favor of the first two proposals	Majority of the shares of BioSante common stock and BioSante class C special stock present in person or represented by proxy and entitled to vote when a quorum is present

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In connection with the execution of the merger agreement, certain of BioSante's directors and executive officers, who collectively held approximately 7.6 percent of the outstanding shares of BioSante common stock as of the record date, entered into a voting agreement with Cell Genesys, pursuant to which each stockholder agreed to vote all of their shares of BioSante capital stock in favor of adoption of the merger agreement and the transactions contemplated thereby, including the merger, and against certain transactions or certain actions that would delay, prevent or nullify the merger or the transactions contemplated thereby.

See the section entitled "Voting Agreements" beginning on page 124 for more information regarding these voting agreements.

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Q: What constitutes a quorum at the special meeting?

A: The presence at the BioSante special meeting, either in person or by proxy, of the holders of a majority of the outstanding shares of BioSante common stock and BioSante class C special stock entitled to vote shall constitute a quorum for the transaction of business. Abstentions and broker non-votes are counted as present and entitled to vote for purposes of determining a quorum. A broker non-vote occurs when a bank, broker or other holder of record holding shares for a beneficial owner does not vote on a particular proposal because that holder does not have discretionary voting power for that particular item and has not received instructions from the beneficial owner.

Q: Could other matters be decided at the BioSante special meeting?

A: As of the date of the printing of this joint proxy statement/prospectus, neither BioSante nor Cell Genesys knew of any matters to be raised at the BioSante special meeting other than those referred to in this joint proxy statement/prospectus. If other matters are properly presented at the BioSante special meeting for consideration, the proxy committee appointed by the BioSante board of directors (the persons named in your proxy card if you are a BioSante stockholder of record) will have the discretion to vote on those matters for you.

Q: Who will count the vote?

A: An officer of BioSante will tabulate the votes and act as inspector of the election.

Q: What is householding and how does it affect me?

A: BioSante has adopted a procedure approved by the SEC called householding. Under this procedure, BioSante stockholders of record who have the same address and last name will receive only one copy of this joint proxy statement/prospectus, unless one or more of these stockholders notifies BioSante that they wish to continue receiving individual copies. This procedure will reduce BioSante's printing costs and postage fees.

If you are eligible for householding, but you and other BioSante stockholders of record with whom you share an address currently receive multiple copies of this joint proxy statement/prospectus, or if you hold stock in more than one account, and in either case you wish to receive only a single copy of such document for your household, please contact BioSante's transfer agent, Computershare Trust Company, N.A. (in writing: P.O. Box 43078, Providence, Rhode Island

02940-3078; or by telephone: 1-781-575-2879).

If you participate in householding and wish to receive a separate copy of this joint proxy statement/prospectus, or if you do not wish to participate in householding and prefer to receive separate copies of similar documents in the future, please contact Computershare Trust Company as indicated above.

Beneficial owners can request information about householding from their banks, brokers or other holders of record.

Q: Who is paying for this proxy solicitation?

A: BioSante and Cell Genesys will share equally the cost of soliciting proxies, including the printing, mailing and filing of this joint proxy statement/prospectus, the proxy card and any additional information furnished to stockholders. BioSante has engaged [], a proxy solicitation firm, to solicit proxies from BioSante stockholders. Arrangements also will be made with brokerage firms and other custodians, nominees and fiduciaries who are record holders of BioSante

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common stock for the forwarding of solicitation materials to the beneficial owners of BioSante common stock. BioSante will reimburse these brokers, custodians, nominees and fiduciaries for the reasonable out-of-pocket expenses they incur in connection with the forwarding of solicitation materials.

Q: Whom should I call with questions?

A: If you have additional questions about the merger or if you would like additional copies of this joint proxy statement/prospectus, you should contact:

BioSante Pharmaceuticals, Inc.

111 Barclay Boulevard

Lincolnshire, Illinois 60069

Attention: Investor Relations

Phone Number: (847) 478-0500, ext. 120

Email Address: pdonenberg@biosantepharma.com

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**QUESTIONS AND ANSWERS FOR CELL GENESYS STOCKHOLDERS ABOUT
THE CELL GENESYS SPECIAL MEETING**

The following section provides answers to frequently asked questions about the Cell Genesys special meeting of stockholders. This section, however, only provides summary information. These questions and answers may not address all issues that may be important to you as a Cell Genesys stockholder. You should carefully read the entire joint proxy statement/prospectus, including each of the annexes.

Q: What proposals will be voted on at the Cell Genesys special meeting?

A: The following proposals will be voted on at the Cell Genesys special meeting:

- The first proposal to be voted upon is whether to adopt the Agreement and Plan of Merger dated as of June 29, 2009 by and between BioSante and Cell Genesys, a copy of which is attached as Annex A to this joint proxy statement/prospectus, and the transactions contemplated thereby, including the merger. See *The Merger* and *The Merger Agreement* beginning on page 64 for a more detailed description of the transaction.
- The second proposal to be voted upon is whether to adjourn the Cell Genesys special meeting, if necessary, to solicit additional proxies if there are not sufficient votes in favor of the first proposal.

Q: What risks should I consider before I vote on the proposed merger transaction?

A: You should review the section entitled *Risk Factors* beginning on page 22.

Q: How does the Cell Genesys board of directors recommend that Cell Genesys stockholders vote?

A: After careful consideration, the Cell Genesys board of directors unanimously has approved the merger agreement, including the merger, and each of the proposals described in this joint proxy statement/prospectus that the Cell Genesys stockholders are being asked to consider, and has determined that they are advisable, fair to and in the best interests of Cell Genesys stockholders. Accordingly, the Cell Genesys board of directors unanimously recommends that Cell Genesys stockholders vote **FOR** each such proposal.

Q: Can I dissent and require appraisal of my shares?

A: No. Under the Delaware General Corporation Law, Cell Genesys stockholders will not have appraisal rights in connection with the merger? See The Merger Appraisal Rights beginning on page 108.

Q: When and where is the Cell Genesys special meeting?

A: The Cell Genesys special meeting of stockholders will be held on [], 2009 at [], local time, at Cell Genesys's corporate offices located at 400 Oyster Point Boulevard, South San Francisco, California 94080 to consider and vote on the proposals related to the merger agreement and the transactions contemplated by it. For additional information relating to the Cell Genesys special meeting, please see the section entitled The Special Meeting of Cell Genesys Stockholders beginning on page 55.

Q: Who is soliciting my proxy?

A: This proxy is being solicited by the Cell Genesys board of directors.

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Q: What do I do now?

A: Cell Genesys urges you to carefully read and consider this joint proxy statement/prospectus, including its annexes, and consider how the proposed merger affects you.

In order for your shares to be represented at the Cell Genesys special meeting:

- you can vote by telephone or through the Internet by following the instructions included on your proxy card;
- you can indicate on the enclosed proxy card how you would like to vote and sign and return the proxy card in the accompanying pre-addressed postage paid envelope; or
- you can attend the Cell Genesys special meeting in person.

If you hold your shares in street name, please refer to your proxy card or the information forwarded by your bank, broker or other holder of record to see which options are available to you.

Q: Who is entitled to vote at the Cell Genesys special meeting?

A: Every stockholder of Cell Genesys on the record date is entitled to vote at the Cell Genesys special meeting. Holders of record of Cell Genesys common stock at the close of business on [], 2009 are entitled to notice of and to vote at the Cell Genesys special meeting. As of [], 2009, [] shares of Cell Genesys common stock were issued and outstanding and entitled to vote.

Q: What is the difference between holding shares as a stockholder of record and as a beneficial owner?

A: If your shares are registered directly in your name with Cell Genesys's transfer agent,

Computershare Trust Company, N.A., you are considered, with respect to those shares, the stockholder of record. These proxy materials are sent to you by mail directly by Cell Genesys.

If your shares are held in a stock brokerage account or by a bank or other holder of record, you are considered the beneficial owner of shares held in street name. These proxy materials are forwarded to you by your broker, bank or other holder of record who is considered, with respect to those shares, the stockholder of record. As the beneficial owner, you have the right to direct your broker, bank or other holder of record on how to vote your shares held in your account.

Q: If I am a stockholder of record of Cell Genesys stock, how do I vote?

A: You may vote by proxy over the Internet by visiting the website established for that purpose at <https://www.proxyvote.com> and following the instructions (please note you must type an `s` after `http`), or you may vote by mail or by telephone. Alternatively, if you are a stockholder of record, you may vote in person at the Cell Genesys special meeting. You will receive a ballot when you arrive.

Q: If I am a beneficial owner of shares held in street name, how do I vote?

A: You may vote by proxy over the Internet by visiting the website established for that purpose at <https://www.proxyvote.com> and following the instructions (please note you must type an `s` after `http`), or you may vote by mail or by telephone. If you are a beneficial owner of shares held in street name and you wish to vote in person at the Cell Genesys special meeting, you must obtain a valid proxy from the organization that holds your shares.

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Q: What can I do if I change my mind after I vote my shares?

A: A stockholder of record may revoke its proxy at any time before it is used on the date of the Cell Genesys special meeting by delivering to the secretary of Cell Genesys:

- written notice of revocation,
- a duly executed proxy bearing a later date or time than that of the previously submitted proxy, or
- a later dated vote by the Internet, telephone, or a ballot cast in person at the Cell Genesys special meeting.

If you are a beneficial owner of Cell Genesys shares, you may submit new voting instructions by contacting your bank, broker or other holder of record. You also may vote in person if you obtain a legal proxy as described in the answer to the previous question. All shares that have been properly voted and not revoked will be voted at the Cell Genesys special meeting.

Q: What shares are included on the proxy card?

A: If you are a Cell Genesys stockholder of record you will receive only one proxy card for all the Cell Genesys shares you hold in certificate form and in book-entry form.

If you are a beneficial owner, you will receive voting instructions, and information regarding consolidation of your vote, from your bank, broker or other holder of record.

Q: What are the voting requirements to approve each of the proposals that will be voted on at the Cell Genesys special meeting?

A:

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Proposal	Vote Required
Adoption of the merger agreement and the transactions contemplated thereby, including the merger	Majority of the outstanding Cell Genesys common stock entitled to vote
Approval of adjournment of the Cell Genesys special meeting, if necessary, to solicit additional proxies if there are not sufficient votes in favor of the adoption of the merger agreement	Majority of the shares of Cell Genesys common stock present in person or represented by proxy and entitled to vote when a quorum is present

In connection with the execution of the merger agreement, Cell Genesys's chairman of the board and chief executive officer, Stephen A. Sherwin, M.D., who held 474,621 shares of the Cell Genesys common stock, or approximately less than one percent of the outstanding shares of the Cell Genesys common stock, as of the record date, entered into a voting agreement with BioSante, pursuant to which he agreed to vote his shares of Cell Genesys common stock in favor of the merger, the merger agreement and the transactions contemplated by the merger agreement and against certain transactions or certain actions that would delay, prevent or nullify the merger or the transaction contemplated by the merger agreement.

Pursuant to that certain Settlement and Exchange Support Agreement dated as of May 10, 2009 by and between Cell Genesys and Tang Capital Partners, LP, referred to as Tang, Tang is required, at every

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meeting of Cell Genesys stockholders prior to the second anniversary of the Settlement and Exchange Support Agreement, to vote all shares of Cell Genesys common stock it beneficially owns in the same proportion as the votes that are collectively cast by all of the other Cell Genesys stockholders with respect to any matter. Notwithstanding the foregoing, Tang retains the option to vote or direct the vote of all shares of Cell Genesys common stock it beneficially owns in accordance with the recommendation of the Cell Genesys board of directors. According to a Schedule 13D/A filed by Tang with the SEC on July 1, 2009, Tang reported owning approximately 9.5 million of Cell Genesys common stock, or approximately 8.7 percent of the outstanding shares.

See the section entitled **Voting Agreements** beginning on page 124 for more information regarding this and other voting agreements.

Q: What constitutes a quorum at the special meeting?

A: The presence at the Cell Genesys special meeting, either in person or by proxy, of the holders of a majority of the outstanding shares of Cell Genesys common stock entitled to vote will constitute a quorum for the transaction of business. Abstentions and broker non-votes are counted as present and entitled to vote for purposes of determining a quorum. A broker non-vote occurs when a bank, broker or other holder of record holding shares for a beneficial owner does not vote on a particular proposal because that holder does not have discretionary voting power for that particular item and has not received instructions from the beneficial owner.

Q: Could other matters be decided at the Cell Genesys special meeting?

A: As of the date of the printing of this joint proxy statement/prospectus, neither BioSante nor Cell Genesys knew of any matters to be raised at the Cell Genesys special meeting other than those referred to in this joint proxy statement/prospectus. If other matters are properly presented at the Cell Genesys special meeting for consideration, the proxy committee appointed by the Cell Genesys board of directors (the persons named in your proxy card if you are a Cell Genesys stockholder of record) will have the discretion to vote on those matters for you.

Q: Who will count the vote?

A: An officer of Cell Genesys will tabulate the votes and act as inspector of the election.

Q: What is householding and how does it affect me?

A: Cell Genesys has adopted a procedure approved by the SEC called householding. Under this procedure, Cell Genesys stockholders of record who have the same address and last name will receive only one copy of this joint proxy statement/prospectus, unless one or more of these stockholders notifies Cell Genesys that they wish to continue receiving individual copies. This procedure will reduce Cell Genesys's printing costs and postage fees.

If you are eligible for householding, but you and other Cell Genesys stockholders of record with whom you share an address currently receive multiple copies of this joint proxy statement/prospectus, or if you hold stock in more than one account, and in either case you wish to receive only a single copy of such document for your household, please contact Cell Genesys's transfer agent, Computershare Trust Company, N.A. (in writing: P.O. Box 43078, Providence, Rhode Island 02940-3078; or by telephone: 1-781-575-2879).

If you participate in householding and wish to receive a separate copy of this joint proxy statement/prospectus, or if you do not wish to participate in householding and prefer to receive

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separate copies of similar documents in the future, please contact Computershare Trust Company as indicated above.

Beneficial owners can request information about householding from their banks, brokers or other holders of record.

Q: Who is paying for this proxy solicitation?

A: BioSante and Cell Genesys will share equally the cost of soliciting proxies, including the printing, mailing and filing of this joint proxy statement/prospectus, the proxy card and any additional information furnished to stockholders. Cell Genesys has engaged [], a proxy solicitation firm, to solicit proxies from Cell Genesys stockholders. Arrangements also will be made with brokerage firms and other custodians, nominees and fiduciaries who are record holders of Cell Genesys common stock for the forwarding of solicitation materials to the beneficial owners of Cell Genesys common stock. Cell Genesys will reimburse these brokers, custodians, nominees and fiduciaries for the reasonable out-of-pocket expenses they incur in connection with the forwarding of solicitation materials.

Q: Whom should I call with questions?

A: If you have additional questions, you should contact:

Cell Genesys, Inc.

400 Oyster Point Boulevard, Suite 525

South San Francisco, CA 94080

Telephone: (650) 266-3000

Investor Relations: ir@cellgenesys.com

If you would like additional copies of this joint proxy statement/prospectus, you should contact:

Computershare Trust Company, N.A.

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P.O. Box 43078

Providence, Rhode Island 02940-3078

Telephone: (781) 575-2879

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SUMMARY

*This summary highlights selected information from this joint proxy statement/prospectus and may not contain all of the information that is important to you. To better understand the merger and the other proposals being considered at the special meetings, you should read this entire joint proxy statement/prospectus carefully, including the attached Annexes, and the other documents to which you are referred herein. See *Where You Can Find More Information* beginning on page 271. Page references are included in parentheses to direct you to a more detailed description of the topics presented in this summary.*

The Companies

BioSante Pharmaceuticals, Inc. (see page 125)

111 Barclay Boulevard

Lincolnshire, Illinois 60069

(847) 478-0500

BioSante Pharmaceuticals, Inc. is a specialty pharmaceutical company focused on developing products for female sexual health, menopause, contraception and male hypogonadism. BioSante also is engaged in the development of its proprietary calcium phosphate nanotechnology, or CaP, primarily for aesthetic medicine, novel vaccines and drug delivery.

The following is a list of BioSante's key products:

- **LibiGel** – once daily transdermal testosterone gel in Phase III clinical development under a Special Protocol Assessment, or an SPA, for the treatment of female sexual dysfunction, or FSD.
- **Elestrin** – once daily transdermal estradiol (estrogen) gel approved by the U.S. Food and Drug Administration, or FDA, indicated for the treatment of moderate-to-severe vasomotor symptoms (hot flashes) associated with menopause and marketed in the U.S.
- **The Pill-Plus (triple hormone contraceptive)** – once daily use of various combinations of estrogens,

progestogens and androgens in development for the treatment of FSD in women using oral or transdermal contraceptives.

- Bio-T-Gel once daily transdermal testosterone gel in development for the treatment of hypogonadism, or testosterone deficiency, in men.

BioSante's lead product is LibiGel. Because there is no pharmaceutical product currently approved in the United States for FSD, specifically hypoactive sexual desire disorder, or HSDD, BioSante's management believes, based on sales data for male sexual dysfunction products as well as published papers and third party primary market research, that the estimated market for an FDA approved FSD product could exceed \$2.0 billion, and that if approved by the FDA, LibiGel could become the first FDA approved treatment specifically indicated for HSDD in menopausal women. While several therapies have been tested to treat FSD, thus far testosterone therapy appears to be the only treatment that results in a consistent significant increase in the number of satisfying sexual events in women, which represents one of the two key efficacy endpoints required by the FDA for pivotal clinical trials of FSD therapies. BioSante is not aware of another testosterone therapy product for the treatment of FSD in active clinical development in the U.S. other than LibiGel.

With respect to the required regulatory approval of LibiGel, BioSante believes based on agreements with the FDA, including SPAs received in January 2008 and July 2008, that two Phase III safety and efficacy trials and one year of LibiGel exposure in a Phase III cardiovascular and breast cancer safety study with a four-year follow-up post-NDA filing and potentially post-FDA approval are the essential requirements for

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submission and, if successful, approval by the FDA of a new drug application, or NDA, for LibiGel for the treatment of FSD, specifically, HSDD in surgically menopausal women. The two LibiGel Phase III safety and efficacy clinical trials and one Phase III cardiovascular and breast cancer safety study currently are underway. Both Phase III safety and efficacy trials are double-blind, placebo-controlled trials that will enroll up to approximately 500 surgically menopausal women each for a six-month clinical trial. The Phase III safety study is a randomized, double-blind, placebo-controlled, multi-center, cardiovascular events driven study that will enroll between 2,400 and 3,100 women exposed to LibiGel or placebo for 12 months at which time BioSante intends to submit an NDA to the FDA. Following NDA submission and potential FDA approval, BioSante will continue to follow the subjects in the safety study for an additional four years.

BioSante's objective is to submit an NDA to the FDA, seeking approval for a potential commercial launch in 2011. This timing, however, may be delayed depending upon BioSante's ability to raise additional financing to support its operations and close the merger with Cell Genesys. BioSante expects the Phase III clinical study program of LibiGel to require significant resources. BioSante's management estimates that the Phase III clinical study program for LibiGel will require approximately \$30 - \$35 million in additional funds to reach submission of an NDA. Therefore, BioSante will need to raise substantial additional capital. Alternatively, BioSante may choose to sublicense LibiGel, Elestrin (outside the territories already sublicensed) or another product to a third party who may finance a portion or all of the continued development and, if approved, commercialization, sell certain assets or rights BioSante has under its existing license agreements or enter into other business collaborations or combinations, including the possible sale of the company. As of the date of this joint proxy statement/prospectus, BioSante has not entered into any agreement for any such sublicense, business collaboration or combination.

BioSante's CaP technology is based on the use of extremely small, solid, uniform particles, which BioSante calls nanoparticles. BioSante is pursuing the development of three potential initial applications for its CaP technology. First, CaP technology is being tested in the area of aesthetic medicine. Second, BioSante is pursuing the creation of improved versions of current vaccines and new vaccines by the adjuvant activity of BioSante's proprietary nanoparticles that enhance the ability of a vaccine to stimulate an immune response. The same nanoparticles allow for delivery of the vaccine via alternative routes of administration including non-injectable routes of administration. Third, BioSante is pursuing the creation of oral, buccal, intranasal, inhaled and longer acting delivery of drugs that currently must be given by injection (e.g., insulin).

BioSante's website is located at www.biosantepharma.com. The information contained on or connected to BioSante's website is expressly not incorporated by reference into this joint proxy statement/prospectus.

Cell Genesys, Inc. (see page 144)

400 Oyster Point Boulevard, Suite 525

South San Francisco, California 94080

(650) 266-3000

Cell Genesys is a company that was focused on the development and commercialization of novel biological therapies for patients with cancer. In August 2008 and October 2008, Cell Genesys terminated its Phase III clinical trials of GVAX immunotherapy for prostate cancer, its lead product program, implemented a substantial restructuring plan, and announced its intention to pursue strategic alternatives.

Cell Genesys's website is located at www.cellgenesys.com. The information contained on or connected to Cell Genesys's website is expressly not incorporated by reference into this joint proxy statement/prospectus.

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Summary of the Merger (see page 64)

If the merger is completed, Cell Genesys will be merged with and into BioSante, with BioSante surviving the merger. A copy of the merger agreement is attached as Annex A to this joint proxy statement/prospectus. You are encouraged to read the merger agreement in its entirety because it is the legal document that governs the merger.

Reasons for the Merger (see pages 80-87)

The combined company that will result from the merger will be a specialty pharmaceutical company focused on developing products for female sexual health, menopause, contraception and male hypogonadism. The combined company's lead product will be LibiGel, the once daily transdermal testosterone gel in Phase III clinical development under an SPA for the treatment of female sexual dysfunction. In addition, the combined company will seek to create additional value through its CaP technology and GVAX Immunotherapies. BioSante and Cell Genesys believe that the combined company will have the following potential advantages:

- ***Phase III Development Stage under SPA.*** Two LibiGel Phase III safety and efficacy clinical trials and one Phase III cardiovascular and breast cancer safety study currently are underway pursuant to agreements with the FDA, including an SPA received in January 2008. Both Phase III safety and efficacy trials are double-blind, placebo-controlled trials that will enroll up to approximately 500 surgically menopausal women each for a six-month clinical trial. The Phase III safety study is a randomized, double-blind, placebo-controlled, multi-center, cardiovascular events driven study that will enroll between 2,400 and 3,100 women exposed to LibiGel or placebo for 12 months at which time BioSante intends to submit an NDA to the FDA. BioSante's objective is to submit an NDA to the FDA, seeking approval for a potential commercial launch in 2011.
- ***Potential Market Opportunity.*** Because there is no pharmaceutical product currently approved in the United States for FSD, specifically hypoactive sexual desire disorder, or HSDD, BioSante's management believes, based on sales data for male sexual dysfunction products as well as published papers and third party primary market research, that the estimated market for an FDA approved FSD product could exceed \$2.0 billion, and that if approved by the FDA, LibiGel could become the first FDA approved treatment specifically indicated for HSDD in menopausal women. While several therapies have been tested to treat FSD, thus far testosterone therapy appears to be the only treatment that results in a consistent significant increase in the number of satisfying sexual events in women, which represents one of the two key efficacy endpoints required by the FDA for pivotal clinical trials of FSD therapies. BioSante is not aware of another testosterone therapy product for the treatment of FSD in active clinical development in the U.S. other than LibiGel.
- ***Management Team.*** It is expected that the combined company will be led by the experienced management team from BioSante and a board of directors with representation from each of BioSante and Cell Genesys.

Each of the boards of directors of BioSante and Cell Genesys also considered other reasons for the merger, as described herein. For example, the board of directors of BioSante considered, among other reasons:

- BioSante's need for financing to continue its Phase III clinical studies for LibiGel and the lack of other currently available acceptable alternatives for BioSante to access capital, especially in light of the state of the capital markets for equity offerings, which historically has been BioSante's method for raising additional financing to support its operations;

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- the fact that the cash resources of the combined company expected to be available at the closing of the merger would provide BioSante sufficient capital to maintain its projected business operations through at least the next 12 months, including continued Phase III clinical development of LibiGel; and that without Cell Genesys's cash that is expected to be available to the combined company at the closing of the merger, BioSante would need to raise substantial additional funds through private or public equity offerings, partnerships with pharmaceutical companies, debt financing or other arrangements in the near future and may be unable to do so within the timeframe in which it would be required to do so and at acceptable terms, which would require BioSante to significantly curtail its operations;
- the 0.1615 exchange ratio, which, subject to adjustment for changes in Cell Genesys's net cash, would have resulted in BioSante stockholders holding approximately 60.4 percent of the outstanding shares of the combined company after the merger, assuming the number of outstanding shares of BioSante and Cell Genesys common stock remained unchanged until immediately prior to the effective time of the merger; and
- the likelihood that the merger will be consummated on a timely basis and the likelihood that BioSante may not otherwise be able to raise additional sufficient financing prior to the completion of the merger on acceptable terms which would otherwise be necessary in order to continue its operations as currently conducted, including in particular its Phase III clinical study program for LibiGel.

In addition, the board of directors of Cell Genesys considered, among other reasons, the following:

- the all-stock nature of the transaction and the exchange ratio of 0.1615 shares of the combined company that Cell Genesys stockholders will receive for each Cell Genesys share, subject to adjustment based on Cell Genesys's net cash, if the merger is consummated, which provides the opportunity for Cell Genesys stockholders to obtain an equity interest in and to participate in the possible capital appreciation in the value of the common stock of the combined company;
- the fact that the value placed on Cell Genesys with respect to the merger consideration represented a significant premium over Cell Genesys's estimated cash available for distribution to Cell Genesys stockholders (after satisfying all outstanding obligations, including its \$22.0 million principal amount of convertible senior notes) of between \$6 million and \$16 million if Cell Genesys were to liquidate;
- the 0.1615 exchange ratio, which, subject to adjustment for changes in Cell Genesys's net cash, represented at that time approximately 39.6 percent ownership in the outstanding common stock of the combined company by Cell Genesys stockholders on a pro forma basis, which reflected a premium of 12 percent on the closing price of Cell

Genesys common stock on The NASDAQ Stock Market on June 29, 2009; and

- the fact that the exchange ratio is subject to adjustment only for changes in Cell Genesys's net cash and not changes in the market value of Cell Genesys common stock or BioSante common stock, which provides Cell Genesys stockholders with relative certainty regarding the number of shares of BioSante common stock they will receive in connection with the merger and the percentage ownership of the combined company after closing of the merger.

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Risk Factors (see page 22)

Both BioSante and Cell Genesys are subject to various risks associated with their businesses and their financial condition. In addition, the merger, as well as the possibility that the merger may not be completed, pose a number of risks to each company and its respective stockholders, including the following risks:

- The exchange ratio in the merger agreement is subject to adjustment based on Cell Genesys's net cash 10 days prior to the anticipated closing date, which could further dilute the ownership of the BioSante or Cell Genesys stockholders in the combined company. If the net cash of Cell Genesys is more than \$500,000 greater than the target net cash set forth in the merger agreement, the merger agreement provides for an adjustment to the exchange ratio to increase the number of shares of BioSante common stock that Cell Genesys stockholders will be entitled to receive pursuant to the merger, which would further dilute the ownership of the current BioSante stockholders in the combined company. If the net cash of Cell Genesys is more than \$500,000 less than the target net cash set forth in the merger agreement, the merger agreement provides for an adjustment to the exchange ratio to decrease the number of shares of BioSante common stock that Cell Genesys stockholders will be entitled to receive pursuant to the merger, which would further dilute the ownership of the current Cell Genesys stockholders in the combined company.
- Consummation of the merger is subject to a number of customary conditions, including, but not limited to, the approval of the merger agreement by the BioSante and Cell Genesys stockholders. If any of the conditions to the merger are not satisfied or, where waiver is permissible, not waived, the merger will not be consummated.
- The deal-protection provisions of the merger agreement may deter alternative business transactions which could be advantageous to BioSante or Cell Genesys when compared to the terms and conditions of the merger described in this joint proxy statement/prospectus, and, in certain circumstances, may require Cell Genesys to pay BioSante a \$1.0 million termination fee or reimburse BioSante \$500,000 for its expenses or require BioSante to pay Cell Genesys a \$1.0 million termination fee or reimburse Cell Genesys \$500,000 for its expenses.
- Whether or not the merger is completed, the announcement and pendency of the merger may have and could impact or cause disruptions in BioSante's business, which could have an adverse effect on its business and operating results and the business and operating results of the combined company if the merger is completed.
- The combined company's stock price may be volatile, and the market price of its common stock may decline in value following the merger.

Opinion of Oppenheimer & Co. Inc. (see page 88)

In connection with the merger, the BioSante board of directors received a written opinion, dated June 29, 2009, of BioSante's financial advisor, Oppenheimer & Co. Inc., referred to as Oppenheimer & Co. or BioSante's financial advisor, as to the fairness, from a financial point of view and as of the date of the opinion, to BioSante of the 0.1615 exchange ratio. The full text of Oppenheimer & Co.'s written opinion, dated June 29, 2009, which describes the assumptions made, procedures followed, matters considered and limitations on the review undertaken, is attached to this joint proxy statement/prospectus as Annex B. **Oppenheimer & Co.'s opinion was provided to the BioSante board of directors in connection with its evaluation of the 0.1615 exchange ratio from a financial point of view to BioSante and does not address any other aspect of the merger. Oppenheimer & Co.'s opinion does not address the underlying business decision of BioSante to effect the merger, the relative merits of the merger as compared to any alternative business strategies that might exist for BioSante or the effect of any other transaction in**

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which BioSante might engage and does not constitute a recommendation to any stockholder as to how such stockholder should vote or act with respect to any matters relating to the merger.

Opinion of Lazard Frères & Co. LLC (see page 93)

In connection with the merger, on June 29, 2009, Cell Genesys's investment banker, Lazard Frères & Co. LLC, referred to as "Lazard", rendered its oral opinion to the Cell Genesys board of directors, subsequently confirmed in writing, that, as of such date, and based upon and subject to the assumptions, procedures, factors, qualifications and limitations set forth therein, the consideration (0.1615 of a share of BioSante common stock) to be paid to holders of Cell Genesys common stock (other than shares of Cell Genesys common stock held by Cell Genesys or BioSante) in the merger was fair, from a financial point of view, to such holders.

The full text of Lazard's written opinion, dated June 29, 2009, which sets forth the assumptions made, procedures followed, factors considered, and qualifications and limitations on the review undertaken by Lazard in connection with its opinion is attached to this joint proxy statement/prospectus as Annex C and is incorporated into this joint proxy statement/prospectus by reference. Cell Genesys encourages you to read Lazard's opinion, and the section "The Merger Opinion of Lazard Frères & Co. LLC" beginning on page 93, carefully and in their entirety. **Lazard's opinion was directed to the Cell Genesys board of directors for the information and assistance of the Cell Genesys board of directors in connection with its evaluation of the merger and only addressed the fairness, from a financial point of view, to the holders of Cell Genesys common stock of the consideration to be paid to certain holders of Cell Genesys common stock in the merger as of the date of Lazard's opinion. Lazard's opinion did not address any other aspect of the merger and was not intended to and does not constitute a recommendation to any holder of Cell Genesys common stock as to how such holder should vote or act with respect to the merger or any matter relating thereto.**

Merger Consideration; Adjustment (see page 103)

As a result of the merger, each share of Cell Genesys common stock held immediately prior to the effective time of the merger will be converted into 0.1615 of a share of BioSante common stock, subject to potential upward or downward adjustment, in accordance with a formula set forth in the merger agreement which is based on Cell Genesys's net cash, less certain expenses and liabilities, on a date 10 calendar days preceding the anticipated closing date of the merger. As a result of the merger, BioSante will issue an aggregate of approximately 17.8 million shares of BioSante common stock to holders of Cell Genesys common stock and current BioSante stockholders will own approximately 65.0 percent of the outstanding common stock of the combined company and current Cell Genesys stockholders will own approximately 35.0 percent of the outstanding common stock of the combined company, assuming the 0.1615 exchange ratio is not adjusted and the number of outstanding shares of BioSante and Cell Genesys common stock remains unchanged until immediately prior to the effective time of the merger.

The number of shares of BioSante common stock that stockholders of Cell Genesys common stock will be entitled to receive in exchange for all shares of Cell Genesys common stock at the consummation of the merger will be equal to the exchange ratio set forth in the merger agreement that is applicable based upon the difference between Cell Genesys's net cash balance at the determination date and the target net cash amount applicable as of the date of the merger closing, all as set forth in the merger agreement. If Cell Genesys's net cash balance at the determination date is no more than \$500,000 greater than or no more than \$500,000 less than the applicable target net cash amount, then the exchange ratio will be 0.1615. The actual exchange ratio will be determined in accordance with the merger agreement and will be higher or lower than 0.1615 depending on whether the actual net cash balance of Cell Genesys is higher or lower than the applicable target net cash amount and the amount of the difference between the actual net cash balance of Cell Genesys as of the determination date and the applicable target net cash. The merger agreement provides for a range of 38 different exchange ratios dependent upon these variables from a maximum exchange ratio of

0.2424 if Cell Genesys's actual net cash balance is more than \$5,000,000 above the applicable target net cash amount to a

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minimum exchange ratio of 0.1036 if Cell Genesys's actual net cash balance is between \$4,750,001 to \$5,000,000 below the applicable target net cash amount.

The following table illustrates the exchange ratio for each share of Cell Genesys common stock at various differentials between the net cash balance of Cell Genesys at the determination date and the target net cash amount. This table assumes, for illustrative purposes only, that the date of the closing of the merger is on or between October 1, 2009 and October 31, 2009 and thus the target net cash amount applicable to the merger closing date, as set forth in the merger agreement, is \$21,250,000.

Cell Genesys's Net Cash At Closing As Calculated Pursuant to the Merger Agreement		Target Net Cash for Closing Date between October 1, 2009 and October 31, 2009		Difference between Cell Genesys's Net Cash and Target Net Cash		Exchange Ratio	Pro Forma Ownership of Outstanding Shares of Combined Company BioSante/Cell Genesys
\$	26,250,001	\$	21,250,000	\$	+5,000,001	0.2424	55.3%/44.7%
\$	23,750,000	\$	21,250,000	\$	+2,500,000	0.1943	60.7%/39.3%
\$	22,250,000	\$	21,250,000	\$	+1,000,000	0.1719	63.6%/36.4%
\$	21,750,000	\$	21,250,000	\$	+500,000	0.1615	65.0%/35.0%
\$	20,750,000	\$	21,250,000	\$	-500,000	0.1615	65.0%/35.0%
\$	20,250,000	\$	21,250,000	\$	-1,000,000	0.1485	66.9%/33.1%
\$	18,750,000	\$	21,250,000	\$	-2,500,000	0.1304	69.7%/30.3%
\$	16,250,000	\$	21,250,000	\$	-5,000,000	0.1036	74.3%/25.7%

See The Merger Agreement Merger Consideration and Adjustment beginning on page 109.

BioSante will issue a press release after the final determination of the exchange ratio announcing the final exchange ratio and Cell Genesys's net cash balance at the determination date.

There will be no adjustment to the total number of shares of BioSante common stock that Cell Genesys stockholders will be entitled to receive as a result of changes in the market price of BioSante common stock. Accordingly, the market value of the shares of BioSante common stock issued in connection with the merger will depend on the market value of the shares of BioSante common stock at the time of effectiveness of the merger, and could vary significantly from the market value on the date of this joint proxy statement/prospectus.

Cell Genesys Stock Options and Warrants (see page 111)

All options to purchase shares of Cell Genesys common stock, other than certain designated options held by Cell Genesys's current officers on the date of the merger agreement, will become fully vested and exercisable until immediately prior to the effective time of the merger. Upon the effective time of the merger, such unexercised options other than the certain designated options held by Cell Genesys's current officers on the date of the merger agreement will terminate and will no longer be outstanding. At the effective time of the merger, the certain designated options held by Cell Genesys's current officers on the date of the merger agreement that are outstanding immediately prior to the merger will be assumed by BioSante and will remain outstanding following the merger, but will be converted into and become options to purchase shares of

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BioSante common stock on terms substantially identical to those in effect immediately prior to the merger, except for adjustments to the underlying number of shares and the exercise price based on the final exchange ratio determined pursuant to the terms of the merger agreement.

Other than the warrant subject to a certain warrant exchange agreement dated May 17, 2009, which will be cashed out pursuant to the terms thereof prior to the merger, at the effective time of the merger, Cell Genesys warrants outstanding and unexercised on the effective time of the merger will be assumed by BioSante to the extent such obligations survive the merger under the terms of the respective Cell Genesys warrants, but will be converted into and become warrants to purchase shares of BioSante common stock on

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terms substantially identical to those in effect prior to the merger, except for adjustments to the underlying number of shares and the exercise price based on the final exchange ratio used in the merger.

Cell Genesys Convertible Senior Notes (see page 112)

As a result of the merger, BioSante will assume the \$1.2 million in principal amount of 3.125% convertible senior notes due in November 2011 and the \$20.8 million in principal amount of 3.125% convertible senior notes due in May 2013 issued by Cell Genesys, which notes will become convertible into shares of BioSante common stock in accordance with the terms of the indentures and with adjustments to the underlying number of shares and the conversion price based on the final exchange ratio used in the merger. The merger agreement provides that BioSante will take all reasonably necessary actions to ensure that BioSante is in compliance with the terms of both the indenture dated as of October 20, 2004 for the 3.125% convertible senior notes due in November 2011 issued by Cell Genesys and the indenture dated June 24, 2009 for the 3.125% convertible senior notes due in May 2013 issued by Cell Genesys, including in each case the execution of a supplemental indenture with the applicable trustee under each indenture.

Conditions to Completion of the Merger (see page 113)

BioSante and Cell Genesys expect to complete the merger after all conditions to the merger in the merger agreement are satisfied or, if permissible, waived, including after BioSante and Cell Genesys receive stockholder approvals at the special meetings of the BioSante and Cell Genesys stockholders. BioSante and Cell Genesys currently expect to complete the merger in the late third or fourth quarter of 2009. However, it is possible that factors outside of BioSante's or Cell Genesys's control could require BioSante and Cell Genesys to complete the merger at a later time or not complete it at all. Each party's obligation to complete the merger is subject to the satisfaction or waiver (if permissible) by the parties, at or prior to the merger, of various conditions, which include the following:

- the effectiveness of, and the absence of any stop order with respect to, the registration statement on Form S-4 of which this joint proxy statement/prospectus forms a part;
- the adoption and approval of the merger agreement and merger by the requisite vote of the Cell Genesys stockholders;
- the adoption and approval of the merger agreement and merger and the issuance of BioSante common stock pursuant to the merger agreement by the requisite vote of the BioSante stockholders;
- the absence of any legal prohibition to completing the merger;

- the approval for listing on NASDAQ of the shares of BioSante common stock issuable in the merger; and
- the due execution and delivery of the supplemental indentures as described above under the heading "The Merger Agreement - Cell Genesys Convertible Senior Notes" beginning on page 112, by all required parties.

In addition, each party's obligation to complete the merger is further subject to the satisfaction or waiver (if permissible) by that party of the following additional conditions:

- the representations and warranties of the other party in the merger agreement relating to its authority to enter into the merger agreement being true and correct and relating to its capital structure being true and correct except for de minimis errors, in each case as of the date of the merger agreement and as of the effective time of the merger;

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- all other representations and warranties of the other party in the merger agreement being true and correct as of the date of the merger agreement and as of the effective time of the merger or, if such representations and warranties address matters as of a particular date, then as of that particular date, except in each case where the failure of these representations and warranties to be true and correct, disregarding any materiality qualifications, would not reasonably be expected to have a material adverse effect on the party making the representations and warranties;
- the other party to the merger agreement having performed or complied with in all material respects all agreements and covenants required to be performed or complied with by it at or before the effective time of the merger;
- the other party having delivered a certificate signed by a duly authorized officer certifying to the satisfaction of such party of the above conditions in the merger agreement; and
- no material adverse effect on the other party shall have occurred and be continuing since the date of the merger agreement.

In addition, the obligation of BioSante to complete the merger is further subject to the satisfaction or waiver at or before the effective time of the merger of the condition that Cell Genesys's net cash as of the determination date be no more than \$5,000,000 less than the target net cash applicable as of the closing date of the merger.

No Solicitation (see page 114)

Cell Genesys agreed that, with certain exceptions, Cell Genesys and its subsidiaries and their respective officers, directors, employees and advisors will not:

- solicit, initiate or knowingly encourage, or take any other action to knowingly facilitate any acquisition proposal;
- enter into, continue or otherwise engage or participate in any discussions or negotiations regarding, or furnish to any person any non-public information with respect to, or otherwise knowingly cooperate, encourage or facilitate any effort or attempt to make or implement any proposal or inquiry that constitutes or could reasonably be expected to result in an acquisition proposal;

- approve, endorse or recommend, or propose publicly to approve, endorse or recommend, any acquisition proposal; or
- submit to a vote of its stockholders, approve, endorse, or recommend, or publicly announce an intention to approve, endorse or recommend, or enter into any letter of intent, agreement in principle, merger agreement, acquisition agreement or similar agreement relating to an acquisition proposal.

The merger agreement does not, however, prohibit Cell Genesys from considering a bona fide acquisition proposal from a third party if certain specified conditions are met. See The Merger Agreement No Solicitation beginning on page 114 for a discussion of the prohibitions on solicitations of acquisition proposals.

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Termination of the Merger Agreement (see page 119)

Either BioSante or Cell Genesys can terminate the merger agreement, which would prevent the merger from being consummated, under certain circumstances as set forth below:

- by mutual written consent of BioSante and Cell Genesys;

- by BioSante or Cell Genesys, if the merger has not been completed by December 31, 2009, except that a party whose intentional failure to fulfill any obligation of the merger agreement or intentional breach of the merger agreement cannot seek termination for this reason;

- by BioSante or Cell Genesys, if a governmental entity has issued a final and non-appealable order, decree or ruling or taken any other action that permanently restrains, restricts, enjoins or otherwise prohibits the merger, except that the right to terminate the merger agreement for this reason is not available to any party who has not used reasonable best efforts to cause such order, decree or ruling to be lifted;

- by BioSante or Cell Genesys, if Cell Genesys stockholders fail to adopt the merger agreement at the Cell Genesys stockholder meeting or if BioSante stockholders fail to adopt the merger agreement or approve the issuance of shares of BioSante common stock pursuant to the merger at the BioSante stockholder meeting;

- by BioSante or Cell Genesys, if the other party has breached any of its representations, warranties, covenants or other agreements contained in the merger agreement or if any representation or warranty has become inaccurate, in either case such that the conditions to the closing of the merger would not be satisfied, provided that if such breach or inaccuracy is curable, then the merger agreement will not terminate pursuant to this provision as a result of a particular breach or inaccuracy until the expiration of a 30-day period after delivery of notice of such breach or inaccuracy if such breach has not been cured or waived by the non-breaching party;

- by BioSante, if any of the following occur, each a Cell Genesys triggering event :
 - if prior to the Cell Genesys stockholder meeting the Cell Genesys board of directors has withdrawn or made a change, or publicly proposed to withdraw or make a change, in its recommendation to its stockholders to adopt the merger agreement in a manner adverse to BioSante; or

- if Cell Genesys fails to include in this joint proxy statement/prospectus Cell Genesys's board recommendation to its stockholders in favor of adoption of the merger agreement;
- by Cell Genesys, if any of the following occur, each a BioSante triggering event :
 - if prior to the BioSante stockholder meeting the BioSante board of directors has withdrawn or made a change, or publicly proposed to withdraw or make a change, in its recommendation to its stockholders to adopt the merger agreement and to approve the issuance of shares of BioSante common stock in the merger in a manner adverse to Cell Genesys; or
 - if BioSante fails to include in this joint proxy statement/prospectus BioSante's board recommendation to its stockholders in favor of adoption of the merger agreement and approval of the issuance of shares of BioSante common stock in the merger;

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- by Cell Genesys, if Cell Genesys enters into a superior proposal in accordance with the terms of the merger agreement. For a more detailed description of Cell Genesys's ability to terminate the merger agreement in connection with a superior proposal, see the section entitled "The Merger Agreement - No Solicitation" beginning on page 114.

Termination Fees and Expenses (see page 120)

If the merger agreement is terminated under certain circumstances, BioSante or Cell Genesys will be required to pay the other party a termination fee of \$1.0 million. The merger agreement also provides that under specified circumstances, BioSante or Cell Genesys may be required to reimburse the other party up to \$500,000 for the other party's expenses in connection with the transaction. Any expenses paid by such party will be credited against the termination fee if the termination fee subsequently becomes payable by such party.

Management Following the Merger (see page 187)

Following the merger, the board of directors of the combined company will be comprised of eight members, including each of the six current members of the BioSante board of directors, Louis W. Sullivan, M.D., Stephen M. Simes, Fred Holubow, Peter Kjaer, Ross Mangano and Edward C. Rosenow III, M.D., and two members of the current Cell Genesys board of directors, Stephen A. Sherwin, M.D. and John T. Potts, Jr., M.D. Pursuant to the merger agreement, David W. Carter, Nancy M. Crowell, James M. Gower, Thomas E. Shenk, Ph.D., Eugene L. Step, Inder M. Verma, Ph.D. and Dennis L. Winger, currently members of the Cell Genesys board of directors, will resign immediately prior to the completion of the merger. Dr. Sullivan, BioSante's chairman of the board, will continue as chairman of the board of the combined company.

Following the merger, the executive officers of the combined company will be the current executive officers of BioSante:

- Stephen M. Simes - Vice Chairman, President and Chief Executive Officer
- Phillip B. Donenberg - Chief Financial Officer, Treasurer and Secretary

Interests of BioSante's Directors and Officers in the Merger(see page 98)

In considering the recommendation of the BioSante board of directors to BioSante stockholders to vote in favor of the merger agreement and the transactions contemplated thereby, including the merger and the issuance of shares of BioSante common stock in the merger, and the other matters to be acted upon by BioSante stockholders at the BioSante special meeting, BioSante stockholders should be aware that members of the BioSante board of directors and BioSante's officers have interests in the merger that may be different from, or in addition to, or conflict with, the interests of BioSante stockholders. At the effective time of the merger and as a result of the merger, the board of directors of the combined

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company will be comprised of the six individuals that are current members of the BioSante board of directors and two additional individuals that are current members of the Cell Genesys board of directors, Stephen A. Sherwin, M.D. and John T. Potts, Jr., M.D. In addition, at the effective time of the merger and as a result of the merger, the executive officers of the combined company will be the current executive officers of BioSante: Stephen M. Simes as vice chairman, president and chief executive officer and Phillip B. Donenberg as chief financial officer, treasurer and secretary. None of BioSante's directors or officers have any other interests in the merger that may be different from, or in addition to, or conflict with, the interests of BioSante stockholders.

Interests of Cell Genesys's Directors and Officers in the Merger (see page 98)

In considering the recommendations of the Cell Genesys board of directors to Cell Genesys stockholders to vote in favor of the merger agreement and the transactions contemplated thereby, including the merger, and the other matters to be acted upon by Cell Genesys stockholders at the Cell Genesys special

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meeting, Cell Genesys stockholders should be aware that members of the Cell Genesys board of directors and Cell Genesys's executive officers have interests in the merger that may be different from, or in addition to, or conflict with, the interests of Cell Genesys stockholders. These interests include retention payments, change in control and severance payments and treatment of stock options held by Cell Genesys's directors and executive officers.

Voting Agreements (see page 124)

In connection with the execution of the merger agreement, Stephen A. Sherwin, M.D., who held less than one percent of the outstanding shares of Cell Genesys common stock as of the record date, entered into an agreement that provides, among other things, he will vote in favor of the adoption of the merger agreement and grants to BioSante an irrevocable proxy to vote all of his shares in favor of the adoption of the merger agreement and against certain transactions or certain actions made in opposition to, or in competition with, the adoption of the merger agreement.

In connection with the execution of the merger agreement, certain of BioSante's officers and directors, who held approximately 7.6 percent of the outstanding shares of BioSante common stock as of the record date, entered into agreements with Cell Genesys that provide, among other things, that the stockholders will vote in favor of adoption of the merger agreement and the issuance of BioSante common stock in the merger and grant to Cell Genesys an irrevocable proxy to vote all of such stockholders' shares of BioSante common stock in favor of adoption of the merger agreement and the issuance of BioSante common stock in the merger and against certain transactions or certain actions made in opposition to, or in competition with, the proposals to adopt the merger agreement and issue BioSante common stock in connection with the merger.

Material U.S. Federal Income Tax Consequences of the Merger (see page 106)

While the matter is not free from doubt, BioSante and Cell Genesys intend to treat the merger as a taxable transaction for U.S. federal income tax purposes. No ruling has been or will be sought from the Internal Revenue Service, or IRS, as to the U.S. federal income tax treatment of the merger. Assuming the transaction qualifies as such, a U.S. holder (as defined in the section entitled "The Merger Material U.S. Federal Income Tax Consequences of the Merger" beginning on page 106) of Cell Genesys common stock generally will recognize gain or loss in an amount equal to the difference between (a) the sum of the fair market value of the BioSante common stock and any cash in lieu of fractional shares received in exchange for such Cell Genesys common stock and (b) the U.S. holder's tax basis in the Cell Genesys common stock surrendered. For additional information, see the section entitled "The Merger Material U.S. Federal Income Tax Consequences of the Merger" beginning on page 106.

Tax matters are complicated, and the tax consequences of the merger to a particular Cell Genesys stockholder will depend on such stockholder's circumstances. Accordingly, Cell Genesys stockholders are urged to consult their own tax advisors to determine the tax consequences of the merger applicable to a Cell Genesys stockholder, including the applicability and effect of federal, state, local, foreign and other tax laws.

Regulatory Approvals (see page 105)

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Neither BioSante nor Cell Genesys is required to make any filings or to obtain approvals or clearances from any antitrust regulatory authorities in the United States or other countries to consummate the merger. In the United States, BioSante must comply with applicable federal and state securities laws and NASDAQ rules and regulations in connection with the issuance of shares of BioSante common stock in the merger, including the filing with the SEC of the registration statement of which this joint proxy statement/prospectus is a part.

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Anticipated Accounting Treatment (see page 107)

The merger will be accounted for under U.S. generally accepted accounting principles, or U.S. GAAP, as an acquisition of the net assets of Cell Genesys, whereby the individual assets and liabilities of Cell Genesys will be recorded by BioSante as of the completion of the merger based on their estimated fair values. As Cell Genesys has ceased operations, the acquisition is not considered to be a business combination, and the allocation of the purchase price will not result in recognition of goodwill. Following the completion of the merger, the future net income (loss) of the combined company will reflect charges resulting from the purchase price allocation related to the merger, which will include adjustments to carrying values of the acquired net assets based on the fair value of consideration measured as of the completion of the merger.

Appraisal Rights (see page 108)

If the merger is completed, BioSante and Cell Genesys stockholders are not entitled to appraisal rights under Section 262 of the Delaware General Corporation Law.

Comparison of Stockholder Rights (see page 254)

Both BioSante and Cell Genesys are incorporated under the laws of the State of Delaware and, accordingly, the rights of the stockholders of each are currently, and will continue to be, governed by the Delaware General Corporation Law. If the merger is completed, Cell Genesys stockholders will become stockholders of BioSante, and their rights will be governed by the Delaware General Corporation Law, the certificate of incorporation of BioSante and the bylaws of BioSante. The rights of BioSante contained in the certificate of incorporation and bylaws of BioSante differ from the rights of Cell Genesys stockholders under the certificate of incorporation and bylaws of Cell Genesys, as more fully described under the section entitled *Comparison of Rights of Holders of BioSante Stock and Cell Genesys Stock* beginning on page 254.

Litigation Relating to the Merger (page 108)

Cell Genesys, the members of the Cell Genesys board of directors and BioSante are named as defendants in purported class action lawsuits brought by Cell Genesys stockholders challenging Cell Genesys's proposed merger with BioSante. The plaintiffs in such actions generally allege that (1) each member of the Cell Genesys board of directors breached his or her fiduciary duties to Cell Genesys and its stockholders by authorizing the sale of Cell Genesys to BioSante for what plaintiffs allege to have been an inadequate sales process resulting in inadequate consideration to Cell Genesys stockholders; (2) Cell Genesys directly aided and abetted the other defendants' alleged breach of fiduciary duties; and/or (3) BioSante aided and abetted the alleged breach of fiduciary duties by Cell Genesys's directors. These lawsuits generally seek, among other things, to rescind the merger agreement and enjoin the defendants from consummating the merger on the agreed-upon terms. Cell Genesys and BioSante believe the actions are without merit and intend to defend the actions vigorously.

Table of Contents**SELECTED HISTORICAL FINANCIAL INFORMATION AND UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION AND DATA****Selected Historical Financial Data of BioSante**

The selected financial data as of December 31, 2008 and 2007 and for the years ended December 31, 2008, 2007 and 2006 are derived from BioSante's audited financial statements and are included in this joint proxy statement/prospectus beginning on page F-4. The selected financial data as of December 31, 2006, 2005 and 2004 and for the years ended December 31, 2005 and 2004 are derived from BioSante's audited financial statements, which are not included in this joint proxy statement/prospectus. The statement of operations data for the six months ended June 30, 2009 and 2008, as well as the balance sheet data as of June 30, 2009 and 2008 are derived from BioSante's unaudited financial statements included in this joint proxy statement/prospectus beginning on page F-28. The financial data should be read in conjunction with

BioSante's Management's Discussion and Analysis of Financial Condition and Results of Operations and BioSante's financial statements and related notes appearing elsewhere in this joint proxy statement/prospectus. The historical results are not necessarily indicative of results to be expected in any future period.

BioSante's independent registered accounting firm has included an explanatory paragraph in its report on BioSante's 2008 financial statements found elsewhere in this joint proxy statement/prospectus that expresses substantial doubt about BioSante's ability to continue as a going concern. The selected financial data presented below does not include any adjustments to the amounts and classifications of assets and liabilities that may be necessary should BioSante be unable to continue as a going concern.

	For the Six Months Ended June 30,		Year Ended December 31,				
	2009	2008	2008	2007	2006	2005	2004
	(in thousands, except per share data)						
Statement of Operations Data:							
Revenue							
Licensing revenue	\$	\$ 9	\$ 3,384	\$ 199	\$ 14,136	\$ 45	\$ 10
Grant revenue	93	36	65	59	247	181	68
Royalty revenue	91	27	34	69			
Other revenue		17	298	166	55	32	
Total revenue	184	89	3,781	493	14,438	258	78
Interest income	12	449	588	1,095	429	401	250
Expenses							
Research and development	6,566	6,612	15,790	4,751	3,908	6,409	9,162
General and administration	2,238	2,919	5,125	4,331	4,550	3,801	3,080
Licensing expense			836		3,500		
Depreciation and amortization	63	22	43	90	118	101	102
Total expenses	8,867	9,553	21,794	9,172	12,076	10,311	12,344
Net (loss) income	\$ (8,671)	\$ (9,675)	\$ (17,425)	\$ (7,584)	\$ 2,791	\$ (9,651)	\$ (12,016)
	\$ (0.32)	\$ (0.36)	\$ (0.64)	\$ (0.30)	\$ 0.13	\$ (0.50)	\$ (0.70)

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	As of June 30,				As of December 31,									
	2009		2008		2008		2007		2006		2005		2004	
(in thousands)														
Balance Sheet Data:														
Cash, cash equivalents and short-term investments	\$	5,986	\$	22,755	\$	14,787	\$	30,655	\$	11,450	\$	9,102	\$	17,269
Total assets		9,529		24,330		17,679		31,241		22,371		9,575		17,827
Stockholders' equity		5,813		20,708		13,826		29,725		18,071		6,819		15,921

As discussed in Note 2, *Summary of Significant Accounting Policies* to the financial statements included in BioSante Pharmaceuticals, Inc.'s financial statements, effective January 1, 2006, BioSante changed its method of accounting for stock-based compensation pursuant to Statement of Financial Accounting Standards No. 123(R), *Share-Based Payment*.

Table of Contents**Selected Historical Financial Data of Cell Genesys**

The selected financial data as of December 31, 2008 and 2007 and for the years ended December 31, 2008, 2007 and 2006 are derived from Cell Genesys's audited financial statements, which have been audited by Ernst & Young LLP, independent registered public accounting firm, and are included in this joint proxy statement/prospectus beginning on page F-46. The selected financial data as of December 31, 2006, 2005 and 2004 and for the years ended December 31, 2005 and 2004, are derived from Cell Genesys's audited financial statements which have been audited by Ernst & Young LLP, independent registered public accounting firm and are not included in this joint proxy statement/prospectus. The statement of operations data for the six months ended June 30, 2009 and 2008, as well as the balance sheet data as of June 30, 2009 and 2008 are derived from Cell Genesys's unaudited financial statements included in this joint proxy statement/prospectus beginning on page F-72. The financial data should be read in conjunction with Cell Genesys's Management's Discussion and Analysis of Financial Condition and Results of Operations and Cell Genesys's financial statements and related notes appearing elsewhere in this joint proxy statement/prospectus. The historical results are not necessarily indicative of results to be expected in any future period.

	For the Six Months Ended June 30,		Year Ended December 31,					
	2009	2008	2008	2007	2006	2005	2004	
	(unaudited)	(unaudited)						
(in thousands, except per share data)								
Consolidated Statement of Operations Data:								
Revenue	\$ 747	\$ 29,984	\$ 94,571	\$ 1,380	\$ 1,364	\$ 4,584	\$ 11,458	
Total operating expenses	14,382*	64,543*	195,613*	126,532*	114,387*	111,097	110,061	
Gain from purchase and exchange of senior notes	5,893		42,668					
Gain/(loss) related to warrant liability	(3,699)	5,716	11,480					
Gain on sale of Abgenix, Inc. common stock					62,677	55,123	12,160	
Net loss	\$ (12,550)*	\$ (25,307)*	\$ (46,975)*	\$ (99,274)*	\$ (82,929)*	\$ (64,939)	\$ (97,411)	
Net loss attributed to common stockholders	\$ (12,550)*	\$ (25,307)*	\$ (46,975)*	\$ (99,274)*	\$ (82,929)*	\$ (64,939)	\$ (97,511)	
Basic and diluted net loss per common share	\$ (0.14)*	\$ (0.31)*	\$ (0.56)*	\$ (1.39)*	\$ (1.67)*	\$ (1.43)	\$ (2.23)	

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	As of June 30,				As of December 31,									
	2009		2008		2008		2007		2006		2005		2004	
	(unaudited)		(unaudited)											
(in thousands)														
Balance Sheet Data:														
Cash, cash equivalents and short-term investments, including restricted cash and investments	\$	35,555	\$	165,498	\$	86,101	\$	147,306	\$	154,074	\$	129,139	\$	174,971
Total assets		36,588		295,250		97,973		273,392		291,167		366,975		435,139
Total current liabilities		3,989		41,807		10,987		34,565		51,314		69,385		77,923
Other long-term obligations, excluding current portion				76,530		4,006		56,278		51,326		52,093		51,013
Convertible senior debt principal portion		22,017		145,000		70,867		145,000		145,000		145,000		145,000
Redeemable convertible preferred stock														1,897
Accumulated deficit		(550,640)		(516,422)		(538,090)		(491,115)		(391,841)		(308,912)		(243,973)
Total stockholders equity		8,742		31,913		12,113		37,549		43,527		100,497		159,306

* As discussed in *Note 1, Organization and Summary of Significant Accounting Policies* to the consolidated financial statements included in Cell Genesys's consolidated financial statements, effective January 1, 2006, Cell Genesys changed its method of accounting for stock-based compensation pursuant to Statement of Financial Accounting Standards No. 123(R), *Share-Based Payment*.

Table of Contents**Selected Unaudited Pro Forma Condensed Combined Consolidated Financial Data of BioSante and Cell Genesys**

The following selected unaudited pro forma condensed combined consolidated financial information has been prepared to give effect to the proposed merger of BioSante and Cell Genesys. The merger will be accounted for under U.S. generally accepted accounting principles as an acquisition of the net assets of Cell Genesys, whereby the individual assets and liabilities of Cell Genesys will be recorded by BioSante as of the completion of the merger based on their estimated fair values. As Cell Genesys has ceased substantially all of its operations, the acquisition is not considered by BioSante to be a business combination, and the allocation of the purchase price will not result in the recognition by BioSante of any goodwill. The total estimated purchase price (based on application of an assumed exchange ratio of 0.1615 to pro forma shares outstanding as of June 30, 2009) calculated as described in the notes to the unaudited pro forma condensed combined consolidated balance sheet included elsewhere in this joint proxy statement/prospectus, has been allocated to the tangible and intangible assets acquired and liabilities assumed in connection with the transaction, on the basis of initial estimates of their fair values. A final determination of these fair values, which cannot be made prior to the completion of the merger, will be based on the actual value of consideration paid, and valuations of the remaining net assets of Cell Genesys that exist as of the date of completion of the merger, which may differ from those portrayed in the unaudited pro forma consolidated balance sheet.

No unaudited pro forma condensed combined consolidated statement of operations has been presented, as substantially all of the operations of Cell Genesys have ceased prior to entering into the merger agreement, and the combined pro forma operating performance of both BioSante and Cell Genesys is not considered meaningful for purposes of illustrating the impact of the acquired net assets of Cell Genesys or the future operations of the combined company.

The following selected unaudited pro forma condensed combined consolidated balance sheet data are prepared for illustrative purposes only and are not necessarily indicative of the financial position of BioSante that would have resulted had the merger been consummated as of June 30, 2009. See Unaudited Pro Forma Condensed Combined Consolidated Financial Information.

The following selected unaudited pro forma condensed combined consolidated balance sheet data should be read in conjunction with the historical financial statements of BioSante and the historical consolidated financial statements of Cell Genesys included elsewhere in this joint proxy statement/prospectus.

	As of June 30, 2009
	(In Thousands)
Unaudited Pro Forma Condensed Combined Consolidated Balance Sheet Data:	
Cash and cash equivalents	\$ 33,556
Short-term investments	5,008
Short-term restricted cash	2,700
Total assets	46,032
Accounts payable	7,186
Accrued restructuring	5,279
Other accrued expenses	2,821
Convertible senior notes due 2013 and 2011 principal portion	22,017
Accumulated deficit	(115,054)
Stockholders' equity	8,729

Table of Contents**MARKET PRICE AND DIVIDEND INFORMATION****Market Price**

Shares of BioSante common stock and Cell Genesys common stock are each listed and traded on the NASDAQ Global Market. BioSante common stock is listed for trading under the symbol **BPAX** and Cell Genesys common stock is listed for trading under the symbol **CEGE**. From October 1, 2003 to November 2, 2007, shares of BioSante common stock were traded on the American Stock Exchange under the symbol **BPA**. Shares of BioSante class C special stock are not listed or traded on any national securities exchange or public trading market.

The following tables sets forth, for the periods indicated, the high and low daily sales prices per share of BioSante common stock and Cell Genesys common stock, in each case as reported on the NASDAQ Global Market (or, in the case of BioSante, the American Stock Exchange, if applicable) for each calendar quarter on which BioSante and Cell Genesys common stock was listed for trading on the NASDAQ Global Market.

BioSante Common Stock

Fiscal Year Ended December 31, 2006		High		Low
First Quarter	\$	4.69	\$	3.51
Second Quarter	\$	4.29	\$	1.91
Third Quarter	\$	2.42	\$	1.60
Fourth Quarter	\$	3.14	\$	1.55

Fiscal Year Ended December 31, 2007		High		Low
First Quarter	\$	6.25	\$	2.55
Second Quarter	\$	8.00	\$	5.28
Third Quarter	\$	6.71	\$	5.00
Fourth Quarter	\$	6.10	\$	3.50

Fiscal Year Ended December 31, 2008		High		Low
First Quarter	\$	5.05	\$	2.05
Second Quarter	\$	5.85	\$	3.50
Third Quarter	\$	5.79	\$	3.26
Fourth Quarter	\$	4.85	\$	0.81

Fiscal Year Ended December 31, 2009		High		Low
First Quarter	\$	2.33	\$	1.03
Second Quarter	\$	2.67	\$	1.30
Third Quarter (through August 18, 2009)	\$	2.70	\$	1.45

Cell Genesys Common Stock

Fiscal Year Ended December 31, 2006		High		Low	
First Quarter	\$	7.98	\$	5.36	
Second Quarter	\$	7.79	\$	4.92	
Third Quarter	\$	5.24	\$	4.32	
Fourth Quarter	\$	4.69	\$	3.39	

Fiscal Year Ended December 31, 2007		High		Low	
First Quarter	\$	4.20	\$	2.81	
Second Quarter	\$	6.86	\$	3.35	
Third Quarter	\$	4.07	\$	3.22	
Fourth Quarter	\$	3.74	\$	2.17	

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Fiscal Year Ended December 31, 2008		High		Low	
First Quarter	\$	2.98	\$	1.81	
Second Quarter	\$	4.53	\$	2.60	
Third Quarter	\$	3.40	\$	0.59	
Fourth Quarter	\$	0.61	\$	0.10	

Fiscal Year Ended December 31, 2009		High		Low	
First Quarter	\$	0.5299	\$	0.175	
Second Quarter	\$	0.90	\$	0.25	
Third Quarter (through August 18, 2009)	\$	0.43	\$	0.22	

The table below sets forth the closing sale prices of BioSante common stock and Cell Genesys common stock as reported on the NASDAQ Global Market each on June 29, 2009, the last trading day prior to the public announcement of the transaction, and on August 18, 2009. The table also shows the implied value of one share of Cell Genesys common stock, which was calculated by multiplying the closing price of BioSante common stock on those dates by 0.1615, the exchange ratio set forth in the merger agreement if Cell Genesys's net cash is within \$500,000 of the target net cash on the determination date. See Merger Agreement Merger Consideration and Adjustment beginning on page 109 for a description of the calculation of Cell Genesys's net cash, the target net cash, and the determination date. The market prices of BioSante and Cell Genesys common stock on those dates will fluctuate between the date of this joint proxy statement/prospectus and the time of the Cell Genesys special meeting, the BioSante special meeting, and the completion of the merger. No assurance can be given concerning the market prices of BioSante common stock or Cell Genesys common stock before the completion of the merger or the market price of BioSante common stock after the completion of the merger. The merger consideration and exchange ratio are determined in accordance with the merger agreement and will not be adjusted for changes in the market value of the common stock of BioSante or Cell Genesys. One result of this is that the market value of the BioSante common stock that Cell Genesys stockholders will receive in the merger may vary significantly from the prices shown in the table below.

	BioSante Common Stock		Cell Genesys Common Stock		Implied Per Share Value of Cell Genesys Common Stock*	
June 29, 2009	\$	2.15	\$	0.31	\$	0.347
August 18, 2009	\$	2.04	\$	0.3731	\$	0.329

* Assumes an exchange ratio of 0.1615, the exchange ratio set forth in the merger agreement if Cell Genesys's net cash is within \$500,000 of the target net cash on the determination date. Pursuant to the merger agreement, the exchange ratio will be different if Cell Genesys's net cash is not within \$500,000 of the target net cash on the determination date. See Merger Agreement Merger Consideration and Adjustment beginning on page 109 for a description of the calculation of Cell Genesys's net cash, the target net cash and the determination date.

Cell Genesys stockholders should obtain current market quotations for shares of BioSante common stock and Cell Genesys common stock in deciding whether to vote for adoption of the merger agreement and the transactions contemplated thereby, including the merger.

Record Holders

As of August 15, 2009, BioSante had 306 holders of record of BioSante common stock and six record holders of BioSante class C special stock.

As of August 15, 2009, Cell Genesys had 588 holders of record of Cell Genesys common stock.

For detailed information regarding the beneficial ownership of certain stockholders of the combined company upon consummation of the merger, see the section entitled "Principal Stockholders of Combined Company" in this joint proxy statement/prospectus.

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Dividends

BioSante has never declared or paid cash dividends on its capital stock and does not intend to pay any cash dividends in the foreseeable future. Any future determination to pay cash dividends will be at the discretion of the BioSante board of directors and will depend upon BioSante's financial condition, operating results, capital requirements, deployment of resources and ability to engage in strategic transactions, whether or not the merger is consummated, and such other factors as the BioSante board of directors deems relevant.

Cell Genesys has never declared or paid cash dividends on its capital stock and does not intend to pay any cash dividends in the foreseeable future.

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RISK FACTORS

In addition to the other information included in this joint proxy statement/prospectus, BioSante and Cell Genesys stockholders should carefully consider the following risk factors before deciding whether to vote in favor of the adoption of the merger agreement and the approval of the transactions contemplated thereby, including the merger. If any of the risks described below actually occurs, the respective businesses, operating results, financial condition or stock prices of BioSante, Cell Genesys or the combined company could be materially adversely affected. In addition, if the merger is completed, the combined company's business immediately following the merger will be the business conducted by BioSante immediately prior to the merger. As a result, the risks described below under Risks Related to BioSante are the most significant risks to the combined company if the merger is completed.

Risks Related to the Merger

The exchange ratio in the merger agreement is subject to adjustment based on Cell Genesys's net cash 10 days prior to the anticipated closing date, which could further dilute the ownership of either the BioSante or Cell Genesys stockholders in the combined company.

Subject to the terms and conditions of the merger agreement, at the effective time of and as a result of the merger, each share of common stock of Cell Genesys issued and outstanding immediately prior to the effective time of the merger will be converted into the right to receive 0.1615 of a share of BioSante common stock, subject to potential adjustment as described in the merger agreement depending upon the amount of net cash of Cell Genesys, less certain expenses and liabilities, 10 calendar days prior to the anticipated closing date of the merger. If the net cash of Cell Genesys 10 days prior to the anticipated closing date is more than \$500,000 greater than or less than the target net cash set forth in the merger agreement, then the exchange ratio will be adjusted as follows:

- If the net cash of Cell Genesys is more than \$500,000 greater than the target net cash set forth in the merger agreement, the merger agreement provides for an adjustment to the exchange ratio to increase the number of shares of BioSante common stock that Cell Genesys stockholders will be entitled to receive pursuant to the merger, which would further dilute the ownership of the current BioSante stockholders in the combined company.
- If the net cash of Cell Genesys is more than \$500,000 less than the target net cash set forth in the merger agreement, the merger agreement provides for an adjustment to the exchange ratio to decrease the number of shares of BioSante common stock that Cell Genesys stockholders will be entitled to receive pursuant to the merger, which would further dilute the ownership of the current Cell Genesys stockholders in the combined company.

The items that will constitute Cell Genesys's net cash at the determination date set forth in the merger agreement are subject to a number of factors, many of which are outside the control of BioSante and some of which are outside the control of Cell Genesys. For a more detailed discussion of the calculation of Cell Genesys's net cash at the determination date set forth in the merger agreement and to view a table that illustrates how changes in Cell Genesys's net cash at the determination date will affect the exchange ratios, see The Merger Agreement Merger Consideration and Adjustment beginning on page 109.

The exchange ratio is not adjustable based on the market price of BioSante common stock so the merger consideration at the closing may have a greater or lesser value than at the time the merger agreement was signed.

Although the exchange ratio set forth in the merger agreement is potentially adjustable upward or downward depending upon Cell Genesys's net cash at the determination date set forth in the merger agreement, the exchange ratio and the number of shares to be issued by BioSante, is not adjustable based on

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the market price of BioSante or Cell Genesys common stock and the merger agreement may not be terminated for any such changes. If the market price of BioSante common stock declines from the market price on the date of the merger agreement prior to the closing of the merger, Cell Genesys stockholders could receive merger consideration with substantially lower value. Similarly, if the market price of BioSante common stock increases from the market price on the date of the merger agreement prior to the closing of the merger, Cell Genesys stockholders could receive merger consideration with considerably more value than their shares of Cell Genesys common stock and BioSante stockholders immediately prior to the merger will not be compensated for the increased market value of BioSante common stock. Because the exchange ratio does not adjust as a result of changes in the value of BioSante common stock, for each one percentage point that the market value of BioSante common stock rises or declines, there is a corresponding one percentage point rise or decline, respectively, in the value of the total merger consideration issued to Cell Genesys stockholders. For example, on June 29, 2009, the date of the execution of the merger agreement, the closing price of BioSante common stock, as reported on the NASDAQ Global Market, was \$2.15 per share. Assuming that a total of approximately 17.8 million shares of BioSante common stock are issuable to Cell Genesys stockholders in connection with the merger at an assumed price per share equal to the execution date closing price of BioSante common stock, the aggregate merger consideration for Cell Genesys stockholders would be valued at approximately \$38.3 million. If, however, the closing price of BioSante common stock on the date of closing of the merger declines from the closing price on the date of the merger agreement to, for example, \$1.72 per share, a decline of 20 percent, the aggregate merger consideration to be issued to Cell Genesys stockholders in the merger would decrease from approximately \$38.3 million to approximately \$30.6 million, a decline of \$7.7 million, or 20 percent.

The exchange ratio is not adjustable based on issuances by BioSante or Cell Genesys of additional shares of BioSante common stock or Cell Genesys common stock upon the exercise of options or warrants or the conversion of convertible securities or otherwise, which issuances would result in additional dilution to BioSante and Cell Genesys stockholders.

As of August 15, 2009, Cell Genesys had outstanding options to purchase an aggregate of approximately 2.7 million shares of Cell Genesys common stock, warrants to purchase an aggregate of approximately 4.2 million shares of Cell Genesys common stock and an aggregate of \$22.0 million in convertible senior notes that are convertible into an aggregate of approximately 30.7 million shares of Cell Genesys common stock. As of August 15, 2009, BioSante had outstanding options to purchase an aggregate of approximately 2.7 million shares of BioSante common stock, warrants to purchase an aggregate of approximately 5.0 million shares of BioSante common stock and an aggregate of 391,286 shares of BioSante class C special stock that are convertible into an equal number of shares of BioSante common stock. Although Cell Genesys is prohibited under the terms of the merger agreement from issuing additional equity securities other than pursuant to the exercise of outstanding options or warrants or the conversion of outstanding convertible notes, BioSante is not. On August 14, 2009, BioSante issued 6.0 million shares of BioSante common stock and warrants to purchase 2.4 million shares of BioSante common stock in a registered direct offering. It is possible that prior to the completion of the merger BioSante may issue additional equity securities in order to raise additional financing. The exchange ratio is not adjustable based on issuances by BioSante or Cell Genesys of additional shares of BioSante common stock or Cell Genesys common stock for any reason. Therefore, any such issuances by BioSante or Cell Genesys would result in additional dilution to BioSante and Cell Genesys stockholders.

The merger is subject to certain conditions to closing that could result in the merger not being consummated or being delayed, either of which could negatively impact the market price of BioSante and Cell Genesys common stock and their respective future businesses and operating results.

Consummation of the merger is subject to a number of customary conditions, including, but not limited to, the approval of the merger agreement by BioSante and Cell Genesys stockholders. If any of the conditions to the merger are not satisfied or, where waiver is permissible, not waived, the merger will not be consummated. Failure to complete the merger could result in a number of adverse effects, including:

- preventing BioSante and Cell Genesys from realizing any benefits from the merger;

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- requiring BioSante and Cell Genesys to incur significant transaction costs without realizing any benefits of the merger, and depending upon the circumstances of the failure to complete the merger, requiring Cell Genesys to pay BioSante a \$1.0 million termination fee or expense reimbursement of up to \$500,000 or requiring BioSante to pay Cell Genesys a \$1.0 million termination fee or expense reimbursement of up to \$500,000;
- a decline in the market prices of BioSante and Cell Genesys common stock to the extent the market prices of BioSante and Cell Genesys common stock positively reflect a market assumption that the merger will occur;
- uncertainty surrounding the future direction of the product offerings, available alternatives and strategy of BioSante or Cell Genesys on a standalone basis or a negative perception by the market of BioSante and Cell Genesys generally; and
- the diversion of the attention of BioSante's and Cell Genesys's management to the merger instead of their respective operations and the pursuit of other opportunities that could have been beneficial to their respective businesses.

Any delay in the consummation of the merger or any uncertainty about the consummation of the merger also could impact negatively the market price of BioSante and Cell Genesys common stock and their respective future businesses and operating results or prevent, delay or eliminate realization of some or all of the anticipated benefits of the merger. It is possible that the merger will not be consummated or the consummation may be delayed or consummated on different terms than those contemplated by the merger agreement and as described in this joint proxy statement/prospectus.

The announcement and pendency of the merger may have and could impact or cause disruptions in BioSante's business, which could have an adverse effect on its business, operating results and financial condition and, if the merger is completed, the business, operating results and financial condition of the combined company.

The announcement and pendency of the merger may have and could cause disruptions in or otherwise negatively impact BioSante's business, operating results and financial condition and if the merger is completed, the business, operating results and financial condition of the combined company. Among others:

- the attention of BioSante's management may be directed toward the completion of the merger and transaction-related considerations and may be diverted from day-to-day business operations; and

- vendors, suppliers or other business partners may seek to modify or terminate their business relationships with BioSante or the combined company.

These disruptions could be exacerbated by a delay in the completion of the merger or termination of the merger agreement and could have an adverse effect on BioSante's business, operating results or financial condition, and if the merger is completed, the business, operating results or financial condition of the combined company.

BioSante and Cell Genesys have incurred and will continue to incur significant transaction costs in connection with the merger, some of which will be required to be paid even if the merger is not completed.

BioSante and Cell Genesys have incurred and will continue to incur significant transaction costs in connection with the merger. These costs are primarily associated with the fees of their respective attorneys, accountants and financial advisors. Most of these costs will be paid by the party incurring the costs even if the merger is not completed. In addition, if the merger agreement is terminated due to certain triggering events specified in the merger agreement, BioSante or Cell Genesys may be required to pay the other party a

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termination fee of \$1.0 million. The merger agreement also provides that under specified circumstances, BioSante or Cell Genesys may be required to reimburse the other party \$500,000 for its expenses in connection with the transaction, which would be credited against the termination fee if the termination fee subsequently becomes payable by BioSante or Cell Genesys, respectively. If the merger is completed, the combined company will bear the transaction costs of both BioSante and Cell Genesys in connection with the merger, including financial advisor, legal and accounting fees and expenses.

Certain directors and executive officers of Cell Genesys and BioSante have interests in the merger that may be different from, or in addition to, or conflict with interests of Cell Genesys and BioSante stockholders generally.

Some directors and executive officers of BioSante and Cell Genesys may have interests in the merger that differ from, are in addition to or conflict with interests of BioSante and Cell Genesys stockholders, respectively. For example, the executive officers of Cell Genesys who provided information to the Cell Genesys board of directors relating to the merger, have severance benefit arrangements, rights to acceleration of stock options or other equity awards and other benefits on a change in control of Cell Genesys and rights to ongoing indemnification that provide them with interests in the merger that may differ from Cell Genesys stockholders generally. In addition, the chief executive officer and chairman of the board of Cell Genesys, and another director, are expected to become directors of the combined company and receive equity and cash compensation consistent with BioSante's standard compensation practices for directors. Cell Genesys stockholders should be aware of these interests when considering the recommendation of the Cell Genesys board of directors that they vote in favor of adopting the merger agreement and the transactions contemplated thereby, including the merger. See *Interests of Cell Genesys Directors and Officers in the Merger* beginning on page 98. The only interests that the directors and executive officers of BioSante have in the merger are that such individuals will continue in their current positions with the combined company. BioSante stockholders also should be aware of these interests when considering the recommendation of the BioSante board of directors that they vote in favor of adopting the merger agreement and the transactions contemplated thereby, including the merger and the issuance of BioSante common stock in the merger. See *Interests of BioSante Directors and Officers in the Merger* beginning on page 98.

The deal-protection provisions of the merger agreement may deter alternative transactions which could be advantageous to BioSante or Cell Genesys when compared to the terms and conditions of the merger transaction described in this joint proxy statement/prospectus, and, in certain circumstances, may require Cell Genesys or BioSante to pay the other party a \$1.0 million termination fee or reimburse such party \$500,000 for its expenses.

As a result of certain deal-protection provisions of the merger agreement, it is possible that a third party who might be interested in pursuing an alternative transaction with BioSante or Cell Genesys would be discouraged from doing so. Any such proposal might be advantageous to the stockholders of BioSante or Cell Genesys when compared to the merger transaction described in this joint proxy statement/prospectus. In particular, provisions of the merger agreement which require the payment of a \$1.0 million termination fee or reimbursement of up to \$500,000 of expenses to the other party may deter third parties from proposing alternative business transactions that might result in greater value to BioSante or Cell Genesys stockholders than the merger. In addition, in the event the merger agreement is terminated by BioSante or Cell Genesys in circumstances that may obligate BioSante or Cell Genesys to pay a termination fee or reimburse the other party up to \$500,000 for its expenses, BioSante's or Cell Genesys's stock price may decline as result of this reimbursement, its financial condition could be adversely affected and/or a potential competing third party proposing an alternative transaction may propose less favorable terms than it might otherwise have proposed.

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Certain directors and executive officers of BioSante and Cell Genesys have entered into voting agreements that require them to vote in favor of the adoption of the merger agreement and the transactions contemplated thereby and against any competing business transaction, which could discourage third parties from making an alternative business transaction proposal to BioSante or Cell Genesys and deprive the stockholders of such company of the benefit of a more advantageous business transaction.

Certain directors and executive officers of BioSante and Cell Genesys, who in the aggregate beneficially owned approximately 7.6 percent of the issued and outstanding shares of BioSante common stock and less than 1 percent of the issued and outstanding shares of Cell Genesys common stock, respectively, as of the record date, have entered into voting agreements as further described in the section entitled "Voting Agreements" beginning on page 124 of this joint proxy statement/prospectus, pursuant to which they have agreed, during the term of such agreements and subject to certain exceptions, to vote their shares of common stock in favor of the adoption of the merger agreement and the transactions contemplated thereby and against any competing business transaction. In addition, Tang Capital Partners, LP, which according to public filings as of July 1, 2009 held 9,502,089 shares, or 8.7 percent, of Cell Genesys common stock, agreed pursuant to the terms of a settlement and exchange agreement with Cell Genesys to vote any shares of Cell Genesys common stock owned by it only (i) pro rata with the votes of other Cell Genesys stockholders or (ii) at its option in accordance with the recommendation of the Cell Genesys board of directors. The existence of these voting agreements may discourage third parties from making an alternative business transaction proposal to BioSante or Cell Genesys and deprive the stockholders of such company the benefit of a more advantageous business transaction.

Charges resulting from the allocation of the purchase consideration may adversely affect the market value of the combined company's common stock following the merger.

The merger will be accounted for under U.S. generally accepted accounting principles, or U.S. GAAP, as an acquisition of the net assets of Cell Genesys, whereby the individual assets and liabilities of Cell Genesys will be recorded by BioSante as of the completion of the merger based on their estimated fair values. Following the completion of the merger, the future net income (loss) of the combined company will reflect charges resulting from the purchase price allocation related to the merger, which will include adjustments to carrying values of the acquired net assets based on the fair value of consideration measured as of the completion of the merger. The purchase price adjustments and potential corresponding charges could have a material impact on the combined company's results of operations which could have an adverse impact on the market value of the combined company's common stock.

BioSante and Cell Genesys may waive one or more of the conditions to the merger without resoliciting stockholder approval for the merger.

Each of the conditions to BioSante's and Cell Genesys's obligations to complete the merger may be waived, in whole or in part, to the extent legally allowed, either unilaterally or by agreement of BioSante and Cell Genesys. The boards of directors of BioSante and Cell Genesys will evaluate the materiality of any such waiver to determine whether amendment of this joint proxy statement/prospectus and resolicitation of proxies is necessary. In the event that the board of directors of BioSante or Cell Genesys determines any such waiver is not significant enough to require resolicitation of stockholders, it will have the discretion to complete the merger without seeking further stockholder approval. Approval of each company's stockholders cannot be waived.

Litigation is pending against Cell Genesys, the members of the Cell Genesys board of directors and BioSante challenging the merger and an adverse judgment in any of those lawsuits may prevent the merger from becoming effective within the expected timeframe or at all.

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Cell Genesys, the members of the Cell Genesys board of directors and BioSante are named as defendants in four purported class action lawsuits brought by Cell Genesys stockholders challenging Cell

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Genesys's proposed merger with BioSante, seeking to rescind the merger agreement and an injunction prohibiting the parties from completing the merger. If the plaintiffs in any of these cases are successful in obtaining an injunction prohibiting the parties from completing the merger on the agreed upon terms, the injunction may prevent the completion of the merger in the expected timeframe (if at all). Even if the plaintiffs in these actions are not successful, the costs of defending against such claims could adversely affect the financial condition of BioSante or Cell Genesys to the extent not covered by insurance. For more information about litigation related to the merger, see *Litigation Relating to the Merger* beginning on page 108.

*If any of the events described in **Risks Related to BioSante** occur, those events could cause the potential benefits of the merger not to be realized.*

Following the effective time of the merger, BioSante's business is expected to constitute the business and assets of the combined company. As a result, the risks described below in the section entitled *Risks Related to BioSante* beginning on page 27 are among the most significant risks to the combined company if the merger is completed. To the extent any of the events in such risks occur, those events could cause the potential benefits of the merger not to be realized and the market price of the combined company's common stock to decline.

Risks Related to BioSante

*In determining whether to approve the merger, you should carefully read the following risk factors. BioSante and Cell Genesys anticipate that immediately following the merger the business of the combined company will be the business conducted by BioSante immediately prior to the merger. As a result, the following risks, and the risks factors set forth under the heading **Risks Related to the Combined Company**, are the most significant that you will face if the merger is completed.*

Risks Related to BioSante's Financial Condition and Capital Requirements

BioSante has a history of operating losses, expects continuing losses and may never become profitable.

BioSante has a history of operating losses. BioSante incurred a net loss of \$8.7 million for the six months ended June 30, 2009 and a net loss of \$17.4 million for the year ended December 31, 2008. As of June 30, 2009, BioSante's accumulated deficit was \$80.6 million. Substantially all of BioSante's revenue to date has been derived from upfront and milestone payments earned on licensing and sub-licensing transactions, revenue earned from subcontracts with various parties and royalty revenue. BioSante expects to incur substantial and continuing losses for the foreseeable future as its own product development programs continue and various preclinical and clinical trials commence or continue, including in particular its Phase III clinical study program for LibiGel. The amount of these losses may vary significantly from year-to-year and quarter-to-quarter and will depend on, among other factors:

- the progress, timing, cost and results of BioSante's preclinical and clinical development programs, including in particular its Phase III clinical study program for LibiGel, and its other product development efforts;

- patient recruitment and enrollment in BioSante's current and future clinical studies, including in particular its Phase III clinical study program for LibiGel;
- the commercial success and net sales of Elestrin;
- BioSante's ability to license LibiGel or its other products for development and commercialization;
- the cost, timing and outcome of regulatory reviews of BioSante's proposed products;

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- the rate of technological advances;
- ongoing determinations of the potential markets for and commercial success of BioSante's proposed products;
- the timing and cost of various cash and non-cash general and administrative expenses;
- the success, progress, timing and costs of BioSante's business development efforts to implement business collaborations, licenses and other business combinations or transactions, including its efforts to evaluate various strategic alternatives available with respect to its products and BioSante;
- the activities of BioSante's competitors; and
- BioSante's opportunities to acquire new products or take advantage of other unanticipated opportunities.

In order to generate new and significant revenues, BioSante successfully must develop its own proposed products and enter into collaborative agreements with others who successfully can commercialize them. Even if BioSante's proposed products and the products it may license or otherwise acquire are introduced commercially, they may never achieve market acceptance and BioSante may not generate additional revenues or achieve profitability in future years.

BioSante needs to raise substantial additional capital in the near future to fund its operations. If additional capital is not available, BioSante may have to curtail significantly or even cease its ongoing operations.

BioSante currently does not have sufficient resources to obtain regulatory approval of its proposed products or to complete the commercialization of any of its proposed products. BioSante expects the Phase III clinical study program of LibiGel to continue to require significant resources. As of June 30, 2009, BioSante had \$6.0 million in cash and cash equivalents. Given the poor economic conditions, BioSante reviewed every aspect of its operations for cost and spending reductions to assure its long term survival while maintaining the resources necessary to achieve its primary objectives of developing its proposed products and obtaining regulatory approval of such products, including in particular LibiGel. To save costs, in April 2009, BioSante decided to delay screening new subjects for its LibiGel Phase III safety study. Those women already enrolled continue in the study. BioSante intends to reinitiate screening and enrollment in the safety study at an appropriate time once it has closed the proposed merger with Cell Genesys. Currently, BioSante continues to screen for and enroll new subjects in the LibiGel Phase III efficacy trials. This change in BioSante's clinical study screening may delay the eventual submission of the LibiGel NDA.

One of the primary reasons BioSante is proposing to merge with Cell Genesys is BioSante's need for additional financing to continue its Phase III clinical studies for LibiGel and the lack of other currently available acceptable alternatives for BioSante to access capital, especially in light of the state of the markets for equity offerings at the time of the execution of the merger agreement, which historically has been BioSante's method for raising additional financing. If the merger is not completed, BioSante would need to raise substantial additional funds through private or public equity offerings, partnerships with pharmaceutical companies, debt financing or other arrangements in the near future and may be unable to do so within the timeframe in which it would be required to do so and at acceptable terms. If the merger is completed, BioSante expects that the cash resources of the combined company expected to be available at the closing of the merger would provide the combined company sufficient capital to maintain its projected business operations through at least the next 12 months, including continued Phase III clinical development of LibiGel. Even if the merger is completed, however, the combined company likely will need to raise additional financing to continue its Phase III clinical studies for LibiGel, unless LibGel is licensed or sold to another company.

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BioSante's future capital requirements will depend upon numerous factors, including:

- its ability to complete the merger with Cell Genesys and acquire the cash and cash equivalents of Cell Genesys;
- the success, progress, timing and costs of its business development efforts to implement business collaborations, licenses and other business combinations or transactions;
- the progress, timing, cost and results of its preclinical and clinical development programs, including in particular its Phase III clinical study program for LibiGel, and its other product development efforts;
- patient recruitment and enrollment in its current and future clinical studies, including in particular its Phase III clinical study program for LibiGel;
- the commercial success and net sales of Elestrin;
- its ability to license LibiGel or its other products for development and commercialization;
- the cost, timing and outcome of regulatory reviews of its proposed products;
- the rate of technological advances;
- the commercial success of its proposed products;
- its general and administrative expenses; and

- the activities of its competitors.

BioSante has on file an effective shelf registration statement that allows it to raise up to \$75 million from the sale of common stock, preferred stock, warrants or units comprised of the foregoing. However, under applicable SEC rules, so long as BioSante has a public float of less than \$75 million, it can only offer to sell under the registration statement up to one-third of its public float during any 12 month period. Recently, the credit markets and the financial services industry have been experiencing a period of unprecedented turmoil and upheaval characterized by the bankruptcy, failure, collapse or sale of various financial institutions and an unprecedented level of intervention from the United States federal government. These events have made equity and debt financing more difficult to obtain, and may negatively impact BioSante's ability to complete financing transactions. In addition, the stock market in general, and the NASDAQ Global Market and the market for life sciences companies in particular, have experienced extreme price and volume fluctuations that may have been unrelated or disproportionate to the operating performance of listed companies. There have been dramatic fluctuations in the market prices of securities of biopharmaceutical companies such as BioSante's. Broad market and industry factors may seriously harm the market price of BioSante common stock, regardless of its operating performance, and may adversely impact its ability to raise additional funds. Due to such market conditions, as well as the status of its product development programs, BioSante can provide no assurance that additional financing will be available on terms favorable to it, or at all. If adequate funds are not available or are not available on acceptable terms when BioSante needs them, BioSante may be required to delay, scale back or eliminate some or all of its programs designed to obtain regulatory approval of its proposed products, including most importantly, as mentioned above, its Phase III clinical study program for LibiGel. Failure to obtain adequate financing also may cause BioSante to curtail significantly or even cease its ongoing operations.

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Raising additional funds by issuing securities or through licensing arrangements may cause dilution to existing BioSante stockholders, restrict BioSante's operations or require BioSante to relinquish proprietary rights.

If BioSante raises additional funds through the issuance of equity or convertible debt securities, the percentage ownership of BioSante stockholders could be significantly diluted, and these newly issued securities may have rights, preferences or privileges senior to those of existing BioSante stockholders. If BioSante incurs debt financing, a substantial portion of its operating cash flow may be dedicated to the payment of principal and interest on such indebtedness, thus limiting funds available for its business activities, and BioSante could be subject to covenants that restrict its ability to operate its business and make distributions to its stockholders. These restrictive covenants may include limitations on additional borrowing and specific restrictions on the use of BioSante's assets, as well as prohibitions on the ability of BioSante to create liens, pay dividends, redeem its stock or make investments. As an alternative to raising additional financing by issuing securities, BioSante may choose to sublicense LibiGel, Elestrin (outside the territories already sublicensed) or another product to a third party who may finance a portion or all of the continued development and, if approved, commercialization, sell certain assets or rights BioSante has under its existing license agreements or enter into other business collaborations or combinations, including the possible sale of its company. If BioSante raises additional funds through licensing arrangements, BioSante may be required to relinquish greater or all rights to its proposed products at an earlier stage of development or on less favorable terms than BioSante otherwise would choose.

The committed equity financing facility that BioSante entered into with Kingsbridge Capital Limited may not be available to BioSante if BioSante elects to make a draw down.

In December 2008, BioSante entered into a committed equity financing facility, or CEFF, with Kingsbridge. The CEFF entitles BioSante to sell and obligates Kingsbridge to purchase, from time to time over a period of two years, up to the lesser of (1) an aggregate of \$25 million in or (2) 5,405,840 shares of BioSante common stock for cash consideration, subject to certain conditions and restrictions. Kingsbridge will not be obligated to purchase shares under the CEFF unless certain conditions are met, which include a minimum price for BioSante common stock of \$1.15 per share; the accuracy of representations and warranties made to Kingsbridge; compliance with laws; continued effectiveness of the registration statement registering the resale of shares of BioSante common stock issued or issuable to Kingsbridge; and the continued listing of BioSante stock on the NASDAQ Global Market. In addition, Kingsbridge is permitted to terminate the CEFF if it determines that a material and adverse event has occurred affecting BioSante's business, operations, properties or financial condition and if such condition continues for a period of 10 trading days from the date Kingsbridge provides BioSante notice of such material and adverse event. If BioSante is unable to access funds through the CEFF, or if the CEFF is terminated by Kingsbridge, BioSante may be unable to access capital on favorable terms or at all. As of the printing of this joint proxy statement/prospectus, BioSante had not sold any shares to Kingsbridge under the CEFF.

The report of BioSante's independent registered public accounting firm expresses substantial doubt about BioSante's ability to continue as a going concern which may adversely affect its ability to raise additional financing and close its proposed merger with Cell Genesys.

Because of continuing expenditures related to BioSante's research and development activities, including in particular the Phase III clinical study program for LibiGel, as well as additional expenditures incurred due to BioSante's efforts at pursuing strategic alternatives, including in particular the proposed merger with Cell Genesys, BioSante has incurred higher than anticipated expenses and liabilities. In addition, as of the initial filing of the registration statement of which this joint proxy statement/prospectus is a part, BioSante had not raised additional financing through an equity offering, which historically has been its primary method for raising additional financing. As a result, in connection with the re-issuance of BioSante's financial statements for the year ended December 31, 2008 as a result of the initial filing of the registration statement of which this joint proxy statement/prospectus is a part, BioSante's independent registered public accounting firm modified their report on BioSante's financial statements for the year ended December 31, 2008 to include an explanatory

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paragraph that expresses substantial doubt regarding BioSante's ability to continue as a going concern. BioSante's financial statements for the year ended December 31, 2008 and the unaudited condensed financial statements contained in this joint proxy statement/prospectus have been prepared assuming that BioSante will continue as a going concern, which contemplates the realization of assets and the settlement of liabilities in the normal course of business. The going concern paragraph in the audit report to BioSante's financial statements could adversely affect BioSante's relationships with third parties, which could further exacerbate its current liquidity issues and impact its ability to continue as a going concern, and negatively impact the trading price of its common stock. The recent inclusion of the going concern paragraph in the audit report to BioSante's financial statements also may influence BioSante's stockholders or the stockholders of Cell Genesys not to vote in favor of the approval and adoption of the proposed merger with Cell Genesys or may adversely affect BioSante's ability to obtain additional financing.

Risks Related to BioSante's Business

BioSante's proposed products are in the development stages and likely will not be commercially introduced for several years, if at all.

BioSante's proposed products are in the development stages and will require further development, preclinical and clinical testing and investment prior to commercialization in the United States and abroad. Other than Elestrin, none of BioSante's products have been introduced commercially nor does BioSante expect them to be for several years. Some of BioSante's products are not in active development. For example, at this time, BioSante believes that its estrogen/progestogen combination transdermal gel product sublicensed to Solvay Pharmaceuticals, B.V. is not in active development by Solvay, and BioSante does not expect its active development to occur at any time in the near future. BioSante cannot assure you that any of its proposed products will:

- be developed successfully;
- prove to be safe and effective in clinical studies;
- meet applicable regulatory standards or obtain required regulatory approvals;
- demonstrate substantial protective or therapeutic benefits in the prevention or treatment of any disease;
- be capable of being produced in commercial quantities at reasonable costs;
- obtain coverage and favorable reimbursement rates from insurers and other third-party payors; or

- be successfully marketed or achieve market acceptance by physicians and patients.

If BioSante fails to obtain regulatory approval to manufacture commercially or sell any of its future products, or if approval is delayed or withdrawn, BioSante will be unable to generate revenue from the sale of its products.

BioSante must obtain regulatory approval to sell any of its products in the United States and abroad. In the United States, BioSante must obtain the approval of the FDA for each product or drug that it intends to commercialize. The FDA approval process is typically lengthy and expensive, and approval is never certain. Products to be commercialized abroad are subject to similar foreign government regulation.

Generally, only a very small percentage of newly discovered pharmaceutical products that enter preclinical development are approved for sale. Because of the risks and uncertainties in biopharmaceutical development, BioSante's proposed products could take a significantly longer time to gain regulatory approval

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than BioSante expects or may never gain approval. If regulatory approval is delayed or never obtained, the credibility of BioSante's management, the value of its company and its operating results and liquidity would be adversely affected. Even if a product gains regulatory approval, the product and the manufacturer of the product may be subject to continuing regulatory review. In addition, even after obtaining regulatory approval, BioSante may be restricted or prohibited from marketing or manufacturing a product if previously unknown problems with the product or its manufacture are subsequently discovered. The FDA also may require BioSante to commit to perform lengthy post-approval studies, for which BioSante would have to expend significant additional resources, which could have an adverse effect on its operating results and financial condition.

To obtain regulatory approval to market BioSante's products, costly and lengthy pre-clinical studies and human clinical trials are required, and the results of the studies and trials are highly uncertain. As part of the FDA approval process, BioSante must conduct, at its own expense or the expense of current or potential licensees, clinical trials on humans on each of its proposed products. Pre-clinical studies on animals must be conducted on some of BioSante's proposed products. BioSante expects the number of pre-clinical studies and human clinical trials that the FDA will require will vary depending on the product, the disease or condition the product is being developed to address and regulations applicable to the particular product. BioSante may need to perform multiple pre-clinical studies using various doses and formulations before BioSante can begin human clinical trials, which could result in delays in its ability to market any of its products. Furthermore, even if BioSante obtains favorable results in pre-clinical studies on animals, the results in humans may be different.

After BioSante has conducted pre-clinical studies in animals, BioSante must demonstrate that its products are safe and effective for use on the target human patients in order to receive regulatory approval for commercial sale. The data obtained from pre-clinical and human clinical testing are subject to varying interpretations that could delay, limit or prevent regulatory approval. BioSante faces the risk that the results of its clinical trials in later phases of clinical trials may be inconsistent with those obtained in earlier phases. A number of companies in the biopharmaceutical industry have suffered significant setbacks in advanced clinical trials, even after experiencing promising results in early animal or human testing. Adverse or inconclusive human clinical results would prevent BioSante from filing for regulatory approval of BioSante's products. Additional factors that can cause delay or termination of BioSante's human clinical trials include:

- slow patient enrollment;
- timely completion of clinical site protocol approval and obtaining informed consent from subjects;
- longer treatment time required to demonstrate efficacy or safety;
- adverse medical events or side effects in treated patients;
- lack of effectiveness of the product being tested; and
- lack of funding.

Delays in BioSante's clinical trials could allow its competitors additional time to develop or market competing products and thus can be extremely costly in terms of lost sales opportunities and increased clinical trial costs.

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Although BioSante successfully has completed and reached agreement with the FDA under the SPA process for its Phase III safety and efficacy clinical trial program for LibiGel, BioSante still may not obtain FDA approval of LibiGel within a reasonable period of time or ever, which would harm its business and likely decrease its stock price.

BioSante anticipates that LibiGel, if approved by the FDA, could be a very successful product. However, LibiGel has not been approved for marketing by the FDA and is still subject to risks associated with its clinical development and obtaining regulatory approval. BioSante believes based on agreements with the FDA, including an SPA received in January 2008, that two Phase III safety and efficacy trials and one year of LibiGel exposure in a Phase III cardiovascular and breast cancer safety study with a four-year follow-up post-NDA filing and potentially post-FDA approval are the essential requirements for submission and, if successful, approval by the FDA of an NDA for LibiGel for the treatment of FSD, specifically, HSDD in menopausal women. The SPA process and agreement affirms that the FDA agrees that the LibiGel Phase III safety and efficacy clinical trial design, clinical endpoints, sample size, planned conduct and statistical analyses are acceptable to support regulatory approval. Further, it provides assurance that these agreed measures will serve as the basis for regulatory review and the decision by the FDA to approve an NDA for LibiGel. These SPA trials use BioSante's validated instruments to measure the clinical endpoints. The January 2008 SPA agreement covers the pivotal Phase III safety and efficacy trials of LibiGel in the treatment of FSD for surgically menopausal women. In July 2008, BioSante received another SPA for its LibiGel program in the treatment of FSD, specifically, HSDD in naturally menopausal women. The SPA agreements, however, are not guarantees of LibiGel approval by the FDA or approval of any permissible claims about LibiGel. In particular, SPA agreements are not binding on the FDA if previously unrecognized public health concerns later comes to light, other new scientific concerns regarding product safety or effectiveness arise, BioSante fails to comply with the protocol agreed upon, or the FDA's reliance on data, assumptions or information are determined to be wrong. Even after an SPA agreement is finalized, the SPA agreement may be changed by BioSante or the FDA on written agreement of both parties, and the FDA retains significant latitude and discretion in interpreting the terms of the SPA agreement and the data and results from any study that is the subject of the SPA agreement. In addition, the data obtained from clinical trials are susceptible to varying interpretations, which could delay, limit or prevent FDA regulatory approval.

Delays in the completion of these clinical trials, which can result from unforeseen issues, FDA interventions, problems with enrolling patients and other reasons, could delay significantly commercial launch and affect BioSante's product development costs. Moreover, results from these clinical studies may not be as favorable as the results BioSante obtained in prior, completed studies. BioSante cannot ensure that, even after extensive clinical trials, regulatory approval will ever be obtained for LibiGel.

Uncertainties associated with the impact of published studies regarding the adverse health effects of certain forms of hormone therapy could adversely affect the market for hormone therapy products and the trading price of BioSante common stock.

The market for hormone therapy products has been affected negatively by the Women's Health Initiative (WHI) study and other studies that have found that the overall health risks from the use of certain hormone therapy products exceed the benefits from the use of those products among healthy postmenopausal women. In July 2002, the NIH released data from its WHI study on the risks and benefits associated with long-term use of oral hormone therapy by healthy women. The NIH announced that it was discontinuing the arm of the study investigating the use of oral estrogen/progestin combination hormone therapy products after an average follow-up period of 5.2 years because the product used in the study was shown to cause an increase in the risk of invasive breast cancer. The study also found an increased risk of stroke, heart attacks and blood clots and concluded that overall health risks exceeded benefits from use of combined estrogen plus progestin for an average of 5.2 year follow-up among healthy postmenopausal women. Also in July 2002, results of an observational study sponsored by the National Cancer Institute on the effects of estrogen therapy were announced. The main finding of the study was that postmenopausal women who used estrogen therapy for 10 or more years had a higher risk of developing ovarian cancer than women who never used hormone therapy.

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In October 2002, a significant hormone therapy study being conducted in the United Kingdom also was halted. BioSante's products differ from the products used in the WHI study and the primary products observed in the National Cancer Institute and United Kingdom studies. In March 2004, the NIH announced that the estrogen-alone study was discontinued after nearly seven years because the NIH concluded that estrogen alone does not affect (either increase or decrease) heart disease, the major question being evaluated in the study. The findings indicated a slightly increased risk of stroke as well as a decreased risk of hip fracture and breast cancer. Preliminary data from the memory portion of the WHI study suggested that estrogen alone may possibly be associated with a slight increase in the risk of dementia or mild cognitive impairment.

Researchers continue to analyze data from both arms of the WHI study and other studies. Recent reports indicate that the safety of estrogen products may be affected by the age of the woman at initiation of therapy. There currently are no studies published comparing the safety of BioSante's products against other hormone therapies. The markets for female hormone therapies for menopausal symptoms have declined as a result of these published studies. The release of any follow-up or other studies that show adverse effects from hormone therapy, including in particular, hormone therapies similar to BioSante's products, also would adversely affect its business and likely decrease its stock price.

If clinical trials for BioSante's proposed products are prolonged or delayed, BioSante may be unable to commercialize its proposed products on a timely basis, which would require it to incur additional costs and delay its receipt of any revenue from potential product sales or licenses.

BioSante may encounter problems with its completed, ongoing or planned clinical trials for its proposed products that will cause it or any regulatory authority to delay or suspend those clinical trials or delay the analysis of data derived from them. A number of events, including any of the following, could delay the completion of, or terminate, BioSante's ongoing and planned clinical trials for its proposed products and negatively impact its ability to obtain regulatory approval or enter into collaborations for, or market or sell, a particular proposed product:

- conditions imposed on BioSante by the FDA or any foreign regulatory authority regarding the scope or design of its clinical trials;
- delay in developing, or its inability to obtain, a clinical dosage form, insufficient supply or deficient quality of its proposed products or other materials necessary to conduct its clinical trials;
- negative or inconclusive results from clinical trials, or results that are inconsistent with earlier results, that necessitate additional clinical study or termination of a clinical program;
- serious and/or unexpected product-related side effects experienced by subjects in clinical trials; or
- failure of its third-party contractors or its investigators to comply with regulatory requirements or otherwise meet their contractual obligations to BioSante in a timely manner.

Regulatory authorities, clinical investigators, institutional review boards, data safety monitoring boards and the sites at which BioSante's clinical trials are conducted all have the power to stop its clinical trials prior to completion. BioSante's clinical trials for its products may not begin as planned, may need to be restructured, and may not be completed on schedule, if at all. This is particularly true if BioSante no longer has the financial resources to dedicate to its clinical trial program.

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BioSante entered into an exclusive sublicense agreement Azur Pharma International II, Limited for the marketing of Elestrin in the United States as a result of which BioSante is dependent upon Azur for the marketing and sale of Elestrin.

In December 2008, BioSante entered into an exclusive sublicense agreement with Azur for the marketing of Elestrin in the United States pursuant to which BioSante received an upfront license payment and has the right to receive certain sales-based milestone payments, plus royalties on sales of Elestrin. As a result of this agreement, Elestrin is subject to not only general market acceptance of the product, but also the success of Azur in marketing and selling the product. Sales of Elestrin by BioSante's former sublicensee, Nycomed US Inc. (which acquired Bradley Pharmaceuticals, Inc. in February 2008), were minimal and did not result in BioSante's receipt of any meaningful royalty revenue. Azur launched sales and marketing activities related to Elestrin in April 2009. Royalty revenues from sales of Elestrin were \$90,934 for the six months ended June 30, 2009. BioSante cannot assure you that Azur will be successful in marketing Elestrin or that Azur will remain focused on the commercialization of Elestrin or will not otherwise breach the terms of its agreement with BioSante, especially if Azur does not experience significant Elestrin sales. Any breach by Azur of its obligations under BioSante's agreement or a termination of the agreement could adversely affect the success of Elestrin if BioSante is unable to sublicense the product to another party on substantially the same or better terms or continue the future commercialization of the product itself.

Elestrin, which is FDA approved, and BioSante's other proposed products, if they receive FDA approval, may not achieve expected levels of market acceptance, which could have a material adverse effect on BioSante's business, financial position and operating results and could cause the market value of BioSante common stock to decline.

The commercial success of BioSante's FDA-approved product, Elestrin, and its other proposed products, if they receive the required regulatory approvals, is dependent upon market acceptance by physicians and patients. Levels of market acceptance for BioSante's products could be affected by several factors, including:

- the availability of alternative products from competitors;
- the price of BioSante's products relative to that of its competitors;
- the timing of market entry; and
- the ability to market its products effectively.

Some of these factors are not within BioSante's control, especially if it has transferred all of the marketing rights associated with the product, as BioSante has with Elestrin to Azur. Elestrin and BioSante's proposed products may not achieve expected levels of market acceptance. Additionally, continuing studies of the proper utilization, safety and efficacy of pharmaceutical products are being conducted by the industry, government agencies and others. Such studies, which increasingly employ sophisticated methods and techniques, can call into question the utilization, safety and efficacy of previously marketed products. In some cases, these studies have resulted, and may in the future result, in the

discontinuance of product marketing. These situations, should they occur, could have a material adverse effect on BioSante's business, financial position and results of operations, and the market value of BioSante common stock could decline.

BioSante and its sublicensees depend on third-party manufacturers to produce BioSante's proposed products and if these third parties do not successfully manufacture these products its business would be harmed.

BioSante has no manufacturing experience or manufacturing capabilities for the production of its proposed products for clinical trials or commercial sale. In order to continue to develop proposed products,

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apply for regulatory approvals and commercialize its proposed products following approval, BioSante or its sublicensees must be able to manufacture or contract with third parties to manufacture its products in clinical and commercial quantities, in compliance with regulatory requirements, at acceptable costs and in a timely manner. The manufacture of BioSante's products may be complex, difficult to accomplish and difficult to scale-up when large-scale production is required. Manufacture may be subject to delays, inefficiencies and poor or low yields of quality products. The cost of manufacturing BioSante's products may make them prohibitively expensive. If supplies of any of BioSante's products become unavailable on a timely basis or at all or are contaminated or otherwise lost, clinical trials by it could be seriously delayed.

To the extent that BioSante or its sublicensees seek to enter into manufacturing arrangements with third parties, BioSante and such sublicensees will depend upon these third parties to perform their obligations in a timely and effective manner and in accordance with government regulations. Contract manufacturers may breach their manufacturing agreements because of factors beyond BioSante's control or may terminate or fail to renew a manufacturing agreement based on their own business priorities at a time that is costly or inconveni