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CepTor CORP
Form S-8
August 17, 2005

As filed with the Securities and Exchange Commission on August 17, 2005
Registration No. 333-_____

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

CEPTOR CORPORATION
(Exact Name of Registrant as Specified in Its Charter)

DELAWARE
(State or Other Jurisdiction of
Incorporation or Organization)

11-2897392
(I.R.S. Employer
Identification No.)

200 INTERNATIONAL CIRCLE
SUITE 5100
HUNT VALLEY, MARYLAND 21030
TELEPHONE: (410) 527-9998
(Address of Principal Executive Offices)

2004 INCENTIVE STOCK PLAN
FOUNDERS' PLAN
(Full Title of the Plans)

WILLIAM H. PURSLEY
CHAIRMAN AND CHIEF EXECUTIVE OFFICER
CEPTOR CORPORATION
200 INTERNATIONAL CIRCLE
SUITE 5100
HUNT VALLEY, MARYLAND 21030
TELEPHONE: (410) 527-9998
(Name, Address and telephone number, including area code, of agent for service)

COPY TO:

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CALCULATION OF REGISTRATION FEE

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| Title of Securities to be Registered | Amount To Be Registered (1) | Proposed Maximum Offering Price Per Share | Proposed M Aggregate Offer |
|---|-----------------------------|---|----------------------------|
| Common stock, par value \$0.0001 per share: shares subject to outstanding options | 105,195 | \$2.93 (2) | \$ 308,221 |
| Common stock, par value \$0.0001 per share: restricted shares issued and outstanding | 7,500 | \$1.70 | \$ 12,750 |
| Common stock, par value \$0.0001 per share: shares issuable under the 2004 Incentive Stock Plan | 1,170,435 | \$1.70 (3) | \$1,989,739 |
| Common stock, par value \$0.0001 per share: Founders' Plan (4) | 3,031,943 (5) | \$0.0001 | \$ 303 |

(1) Pursuant to Rule 416, the registration statement also covers such indeterminate additional shares of common stock as may become issuable as a result of any future anti-dilution adjustment in accordance with the terms of the 2004 Incentive Stock Plan and Founders' Plan (collectively, the "Plans").