

Edgar Filing: BIOENVISION INC - Form 8-K

BIOENVISION INC  
Form 8-K  
May 28, 2002

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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FORM 8-K

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

Date of Report (Date of earliest event reported): May 20, 2002

BIOENVISION, INC.  
(Exact Name of Registrant as Specified in Charter)

|   |                          |                                      |
|---|--------------------------|--------------------------------------|
| Delaware  | 000-24875                | 13-4025857                           |
| (State or Other Jurisdiction<br>of Incorporation) | (Commission File Number) | (IRS Employer<br>Identification No.) |

One Rockefeller Plaza, Suite 1600, New York, New York 10020  
(Address of Principal Executive Offices) (ZIP Code)

Registrant's telephone number, including area code: (212) 445-6582

Not Applicable  
(Former Name or Former Address, if Changed Since Last Report)

Item 5. Other Events.

Bioenvision, Inc. issued a press release on May 20, 2002 regarding the closing of a private equity financing of \$17.75 million through the sale of Series A convertible preferred stock and warrants, a copy of which is attached

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as Exhibit 99.1 hereto. The press release is incorporated herein by reference.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

(a) and (b) Not Applicable

(c) Exhibits. The following exhibits are filed with this report:

3.1(b) Certificate of Correction to the Certificate of Incorporation, filed

3.1(c) Certificate of Amendment to the Certificate of Incorporation, filed

3.2(a) Amendment to Bylaws

4.1 Certificate of Designations of Series A Preferred Stock

4.2 Form of Warrant issued to purchasers of Series A Preferred Stock

10.20 Form of Securities Purchase Agreement by and among Bioenvision, purchasers, dated as of May 7, 2002

10.21 Form of Registration Rights Agreement by and among Bioenvision, purchasers, dated as of May 7, 2002

99.1 Press Release, dated May 20, 2002, of Bioenvision, Inc.

[Signature on following page.]

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BIOENVISION, INC.

By: /s/ Christopher B. Wood

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Christopher B. Wood  
Chief Executive Officer

Date: May 28, 2002

EXHIBIT INDEX

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| Exhibit<br>----- | Description<br>-----   |
|------------------|--|
| 3.1(b)           | Certificate of Correction to the Certificate of Incorporation, filed March                             |
| 3.1(c)           | Certificate of Amendment to the Certificate of Incorporation, filed April 3                            |
| 3.2(a)           | Amendment to Bylaws  |
| 4.1              | Certificate of Designations  |
| 4.2              | Form of Warrant  |
| 10.20            | Form of Securities Purchase Agreement by and among Bioenvision, Inc. and ce<br>dated as of May 7, 2002 |
| 10.21            | Form of Registration Rights Agreement by and among Bioenvision, Inc. and ce<br>dated as of May 7, 2002 |
| 99.1             | Press Release, dated May 20, 2002, of Bioenvision, Inc.  |