

BIOSANTE PHARMACEUTICALS INC
Form 8-A12B/A
October 31, 2007

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 8-A/A

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES PURSUANT TO SECTION 12(b) OR
12(g) OF THE SECURITIES EXCHANGE ACT OF 1934**

BIOSANTE PHARMACEUTICALS, INC.
(Exact Name of registrant as specified in its charter)

Delaware (State of incorporation or organization) **58-2301143** (I.R.S. Employer Identification Number)

111 Barclay Boulevard
Lincolnshire, Illinois (Address of principal executive offices) **60069** (Zip Code)

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

| | |
|-----------------------------------------------------|------------------------------------------------------------------------------|
| Title of each class to be so registered | Name of each exchange on which each class is to be registered |
| Common Stock, par value \$0.0001 | The NASDAQ Stock Market LLC |

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box:

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box:

Securities Act registration statement file number to which this form relates: **Not applicable**

Securities to be registered pursuant to Section 12(g) of the Act: **None**

Item 1. Description of Registrant's Securities to Be Registered

The description of the registrant's common stock, par value \$0.0001 per share, is incorporated by reference to the material under the section "Description of Capital Stock" in the registrant's registration statement on Form SB-2 as filed with the Securities and Exchange Commission on September 5, 2003, as amended, Commission Reg. No. 333-108550.

Item 2. Exhibits.

| Exhibit No. | Description |
|------------------------|--------------------------------------------------------------------------------------------------|
| 3.1 | Amended and Restated Certificate of Incorporation of BioSante Pharmaceuticals, Inc. |
| 3.2 | Amendment to Amended and Restated Certificate of Incorporation of BioSante Pharmaceuticals, Inc. |
| 3.3 | Bylaws of BioSante Pharmaceuticals, Inc. |

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

BIOSANTE PHARMACEUTICALS, INC.

By: /s/Phillip B. Donenberg

Phillip B. Donenberg

Chief Financial Officer, Treasurer and Secretary

Dated: October 31, 2007

BIOSANTE PHARMACEUTICALS, INC.

REGISTRATION STATEMENT ON FORM 8-A/A

INDEX TO EXHIBITS

| Exhibit No. | Description | Method of Filing |
|------------------------|--------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------|
| 3.1 | Amended and Restated Certificate of Incorporation of BioSante Pharmaceuticals, Inc. | Incorporated by reference to Exhibit 3.1 contained in BioSante's Registration Statement on Form SB-2 (Reg. No. 333-64218) |
| 3.2 | Amendment to Amended and Restated Certificate of Incorporation of BioSante Pharmaceuticals, Inc. | Incorporated by reference to Exhibit 3.2 contained in BioSante's Form 8-A (File No. 001-31812) |
| 3.3 | Bylaws of BioSante Pharmaceuticals, Inc. | Incorporated by reference to Exhibit 3.2 contained in BioSante's Registration Statement on Form SB-2 (Reg. No. 333-64218) |