

Cytosorbents Corp  
Form S-8 POS  
October 08, 2015

As filed with the Securities and Exchange Commission on October 8, 2015

Registration No. 333-203244

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 1 TO**

**FORM S-8**

**REGISTRATION STATEMENT**

**UNDER**

**THE SECURITIES ACT OF 1933**

**CYTOSORBENTS CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**98-0373793**

(I.R.S. Employer Identification No.)

**7 Deer Park Drive, Suite K  
Monmouth Junction, New Jersey 08852**

(Address of Principal Executive Offices)

**CytoSorbents Corporation 2014 Long-Term Incentive Plan**

(Full title of the plan)

**Phillip Chan, MD**

**President and Chief Executive Officer  
CytoSorbents Corporation  
7 Deer Park Drive, Suite K  
Monmouth Junction, New Jersey 08852**

**(732) 329-8885**

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

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

**David C. Schwartz, Esq.**

**DLA Piper LLP (US)**

**51 John F. Kennedy Parkway, Suite 120**

**Short Hills, New Jersey 07078**

**(973) 520-2550**

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

**EXPLANATORY NOTE TO**

**POST EFFECTIVE AMENDMENT NO.1 TO  
FORM S-8 REGISTRATION STATEMENT**

This Post-Effective Amendment No. 1 (this “Amendment”) to the Registration Statement on Form S-8 of CytoSorbents Corporation, Registration No. 333-203244, is being filed with the Securities and Exchange Commission solely to replace Exhibit 99.1 and to correct the exhibit index. This Amendment is not intended to amend or delete any part of the Registration Statement except as specifically noted herein.

**ITEM 8. EXHIBITS.**

<b>Exhibit Number</b>	<b>Item</b>
Exhibit 4.1	First Amended and Restated Certificate of Incorporation, dated December 3, 2014, incorporated by reference from Exhibit 3(i).4 to the Registrant's Current Report on Form 8-K as filed with the Commission on December 4, 2014.
Exhibit 4.2	Bylaws of the Company, incorporated by reference from Exhibit 3(ii).1 to the Registrant's Current Report on Form 8-K as filed with the Commission on December 4, 2014.
Exhibit 5.1	Legal Opinion of DLA Piper LLP (US).*
Exhibit 23.1	Consent of WithumSmith+Brown, PC.
Exhibit 23.2	Consent of DLA Piper LLP (US) (included in Exhibit 5.1).*
Exhibit 24.1	Power of Attorney.*
Exhibit 99.1	CytoSorbents Corporation 2014 Long-Term Incentive Plan.
Exhibit 99.2	Forms of Incentive Stock Option Notice and Incentive Stock Option Agreement under the CytoSorbents Corporation 2014 Long-Term Incentive Plan.*
Exhibit 99.3	Forms of Nonstatutory Stock Option Notice and Nonstatutory Stock Option Agreement under the CytoSorbents Corporation 2014 Long-Term Incentive Plan.*
Exhibit 99.4	Forms of Restricted Stock Agreement under the CytoSorbents Corporation 2014 Long-Term Incentive Plan.*

\*Previously filed.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in Monmouth Junction, New Jersey, on October 8, 2015.

**CYTOSORBENTS CORPORATION**

By: /s/ Dr. Phillip P. Chan  
 Dr. Phillip P. Chan  
 President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Amendment has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<b>Name</b>	<b>Capacity</b>	<b>Date</b>
/s/ Dr. Phillip P. Chan <b>Dr. Phillip P. Chan</b>	Chief Executive Officer (Principal Executive Officer) and Director	October 8, 2015
/s/ Kathleen P. Bloch <b>Kathleen P. Bloch</b>	Chief Financial Officer (Principal Financial and Accounting Officer)	October 8, 2015
* <b>Al Kraus</b>	Chairman of the Board	October 8, 2015
* <b>Edward R. Jones</b>	Director	October 8, 2015
/s/ Michael G. Bator <b>Michael G. Bator</b>	Director	October 8, 2015
* <b></b>	Director	October 8, 2015

**Alan D. Sobel**

\*By: /s/ Dr. Phillip P. Chan

**Dr. Phillip P. Chan**  
**Attorney-in-fact**

\*By: /s/ Kathleen P. Bloch

**Kathleen P. Bloch**  
**Attorney-in-fact**

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Item</b>
Exhibit 4.1	First Amended and Restated Certificate of Incorporation, dated December 3, 2014, incorporated by reference from Exhibit 3(i).4 to the Registrant's Current Report on Form 8-K as filed with the Commission on December 4, 2014.
Exhibit 4.2	Bylaws of the Company, incorporated by reference from Exhibit 3(ii).1 to the Registrant's Current Report on Form 8-K as filed with the Commission on December 4, 2014.
Exhibit 5.1	Legal Opinion of DLA Piper LLP (US).*
Exhibit 23.1	Consent of WithumSmith+Brown, PC.
Exhibit 23.2	Consent of DLA Piper LLP (US) (included in Exhibit 5.1).*
Exhibit 24.1	Power of Attorney.*
Exhibit 99.1	CytoSorbents Corporation 2014 Long-Term Incentive Plan.
Exhibit 99.2	Forms of Incentive Stock Option Notice and Incentive Stock Option Agreement under the CytoSorbents Corporation 2014 Long-Term Incentive Plan.*
Exhibit 99.3	Forms of Nonstatutory Stock Option Notice and Nonstatutory Stock Option Agreement under the CytoSorbents Corporation 2014 Long-Term Incentive Plan.*
Exhibit 99.4	Forms of Restricted Stock Agreement under the CytoSorbents Corporation 2014 Long-Term Incentive Plan.*

---

\*Previously filed.