

Registration No. 333-\_\_\_\_\_

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

Cytoclonal Pharmaceuticals Inc.

(Exact name of Registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

75-2402409

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

9000 Harry Hines Boulevard, Dallas, Texas 75235

(Address of Principal Executive Offices) (Zip Code)

Cytoclonal Pharmaceuticals Inc. 1992 Stock Option Plan

(Full Title of the Plan)

Arthur P. Bollon, Ph.D.  
Cytoclonal Pharmaceuticals Inc.  
9000 Harry Hines Boulevard  
Dallas, Texas 75235

(Name and Address of Agent For Service)

(214) 353-2922

(Telephone Number, Including Area Code, of Agent For Service)

Copy to: Robert H. Cohen, Esq.  
Morrison Cohen Singer & Weinstein, LLP  
750 Lexington Avenue  
New York, New York 10022  
(212) 735-8600

CALCULATION OF REGISTRATION FEE

<TABLE>

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
<S>	<C>	<C>	<C>	<C>
Common Stock, par value \$0.01 per share, issuable upon exercise of options granted under 1992 Stock Option Plan	418,500	\$2.02(1)	\$845,370	\$265.18

Common Stock, par value

\$0.01 per share, issuable upon exercise of options which may be granted under 1992 Option Plan	21,500	\$7.375(1)	\$158,562.50	\$ 48.05
Total Registration Fee .....				\$313.23

</TABLE>

- (1) Estimated in accordance with Rules 457(c) and (h) solely for the purpose of calculating the registration fee and based on the average of the bid and asked prices of the Common Stock of Cytoclonal Pharmaceuticals Inc. as reported by the NASDAQ SmallCap Stock Market on October 1, 1997.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents (or parts thereof) filed or to be filed with the Securities and Exchange Commission (the "Commission") by Cytoclonal Pharmaceuticals Inc., a Delaware corporation (the "Company"), are incorporated by reference in this registration statement:

- (a) The Company's Annual Report on Form 10-KSB, as amended, for the fiscal year ended December 31, 1996.
- (b) The Company's Quarterly Report on Form 10-QSB for the fiscal quarter ended March 31, 1997.
- (c) The Company's Quarterly Report on Form 10-QSB for the fiscal quarter ended June 30, 1997.
- (c) All other reports filed by the Company pursuant to Section 13(a) and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), since the end of the Company's fiscal year ended December 31, 1996.
- (d) The Company's Registration Statement on Form 8-A, as filed with the Commission on May 17, 1995, to register the Common Stock under Section 12(g) promulgated under the Exchange Act which Registration Statement contains a description of the Common Stock.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents.

#### ITEM 4. DESCRIPTION OF SECURITIES.

Not applicable.

#### ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Not Applicable.

#### ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

The Company's Restated Certificate of Incorporation provides that the Company shall indemnify its officers and directors against certain liabilities to the fullest extent permitted by Section 145 of the Delaware General

Corporation Law (the "DGCL"). The Company's Restated Certificate of Incorporation also limits a director's liability for monetary damages for breach of fiduciary duty, including gross negligence, except liability for (i) breach of the director's duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, (iii) the unlawful payment of a dividend or unlawful stock purchase or redemption and (iv) any transaction from which the director derives an improper personal benefit. Delaware law, however, does not eliminate a director's duty of care and the indemnifying provisions of the Company's Restated Certificate of Incorporation have no effect on the availability of equitable remedies, E.G., injunction or rescission, based upon the breach of such duty. In addition, the Company has obtained an insurance policy providing coverage for certain liabilities of its officers and Directors.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not Applicable.

ITEM 8. EXHIBITS.

4. Cytoclonal Pharmaceuticals Inc. 1992 Stock Option Plan.
5. Opinion of Morrison Cohen Singer & Weinstein, LLP.
- 23.1 Consent of Morrison Cohen Singer & Weinstein, LLP (included in its Opinion filed as Exhibit 5 hereto).
- 23.2 Consent of Richard A. Eisner & Company, LLP.
24. Powers of Attorney (included on the signature page of this Registration Statement).

ITEM 9. UNDERTAKINGS

- (a) The Company hereby undertakes that it will:

2

(1) File, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement to include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the registration statement;

(2) That, for the purpose of determining any liability under the Securities Act of 1933, as amended (the "Securities Act"), treat each such post-effective amendment as a new registration statement relating to the securities offered therein, and the offering of such securities at that time to be the initial BONA FIDE offering.

(3) File a post-effective amendment to remove from registration any of the securities that remain unsold at the end of the offering.

(h) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Company pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Company of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on this 2nd day of October 1997.

CYTOKLONAL PHARMACEUTICS INC.

By: /s/ Arthur P. Bollon

-----  
Name: Arthur P. Bollon

Title: Chairman, President and  
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Arthur P. Bollon, Ph.D., with the power of substitution, his or her attorney-in-fact, to sign any amendments to this Registration Statement and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorney-in-fact, or his or her substitute, may do or choose to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities and on the dates indicated:

Signature	Title	Date
-----	-----	----
/s/ Arthur P. Bollon ----- Arthur P. Bollon, Ph.D.	Chairman, President, Chief Executive Officer and Director (principal executive officer)	October 2, 1997
/s/ Daniel Shusterman ----- Daniel Shusterman, J.D.	Vice President Operations, Treasurer and Chief Financial Officer (principal financial and accounting officer)	October 2, 1997
/s/ Ira Gelb ----- Ira Gelb, M.D.	Director	October 2, 1997
/s/ Irwin C. Gerson ----- Irwin C. Gerson	Director	October 2, 1997

NO. DESCRIPTION

- - - - -

4. Cytoclonal Pharmaceuticals Inc. 1992 Stock Option Plan.
5. Opinion of Morrison Cohen Singer & Weinstein, LLP.
- 23.1 Consent of Morrison Cohen Singer & Weinstein, LLP (included in its Opinion filed as Exhibit 5 hereto).
- 23.2 Consent of Richard A. Eisner & Company, LLP.
24. Powers of Attorney (included on the signature page of this Registration Statement).

CYTOCLONAL PHARMACEUTICS INC.

1992 STOCK OPTION PLAN

1. The total number of shares which may be issued and sold under options granted pursuant to this Stock Option Plan shall not exceed 1,300,000 shares of the Company's common stock, par value \$.01 per share (the "Common Stock"), except to the extent of adjustments authorized by the last sentence of Paragraph 5 of this Stock Option Plan. Such shares may be treasury shares or shares of original issue or a combination of the foregoing.

2. The Board of Directors of the Company may, from time to time and upon such terms and conditions as it may determine, authorize the granting to officers and Directors and to other key employees of the Company, including members of the Company's Scientific Advisory Board, or any of its subsidiaries of options to buy from the Company shares of Common Stock and may fix the number of shares to be covered by each such option. Successive options may be granted to the same person whether or not the option or options first granted to such person remain unexercised.

3. Options granted under this Stock Option Plan may be (i) options which are intended to qualify under particular

provisions of the Internal Revenue Code, as in effect from time to time, (ii) options which are not intended so to qualify under the Internal Revenue Code, or (iii) combinations of the foregoing. No option shall run for more than ten years from the date granted, provided that if an optionee holds more than ten percent of the Company's issued and outstanding capital stock, no option granted to any such optionee shall run for more than five years from the date granted. No option shall be transferable by the optionee otherwise than by will or the laws of descent and distribution. Options shall be exercisable during the optionee's lifetime only by him or by his guardian or legal representative.

4. The option price shall not be less than the fair market value of the shares covered by the option at the time the option is granted, provided that if an optionee holds more than ten percent of the Company's issued and outstanding capital stock, the option price shall not be less than 110 percent of the fair market value of the shares covered by the option at the time the option is granted. The option price shall be payable (a) in cash or by check acceptable to the Company (b) at the discretion of the Board of Directors, by the transfer to the Company by the optionee of shares of Common Stock having a value at the time of exercise equal to the total option price, or (c) by a combination of such methods of payment.

-2-

5. The Board of Directors may make or provide for such adjustments in the option price and in the number or kind of shares of the Company's Common Stock or other securities covered by outstanding options as such Board in its sole discretion, exercised in good faith, may determine is equitably required to prevent dilution or enlargement of the rights of the optionees that would otherwise result from (a) any stock dividend, stock split, combination of shares, recapitalization or other change in the capital structure of the Company, (b) any merger, consolidation, separation, reorganization, partial or complete liquidation or issuance of rights or warrants to purchase stock, or (c) any other corporate transaction or event having an effect similar to any of the foregoing. The Board of Directors may also make or provide for such adjustments in the number or kind of shares of the Company's Common Stock or other securities which may be sold under this Stock Option Plan as such Board in its sole discretion, exercised in good faith, may determine is appropriate to reflect any transaction or event described in the preceding sentence.

6. The form of each Stock Option Agreement shall be prescribed, and any Stock Option Agreement evidencing an outstanding option may with the concurrence of the affected

optionee be amended, by the Board of Directors, provided that the terms and conditions of each such Stock Option Agreement and amendment are not inconsistent with this Stock Option Plan.

7. The Board of Directors may, with the concurrence of the affected optionee, cancel any option granted under this Stock Option Plan. In the event of any such cancellation, the Board of Directors may authorize the granting of new options (which may or may not cover the same number of shares which had been the subject of any prior option) in such manner, at such option price and subject to the same terms, conditions and discretions as, under this Stock Option Plan, would have been applicable had the cancelled options not been granted.

8. This Stock Option Plan shall be administered by the Board of Directors, which may from time to time delegate all or any part of its authority under this Stock Option Plan to a committee appointed by the Board of Directors. To the extent of such delegation, references in this Stock Option Plan to the Board of Directors shall also refer to the committee. The majority of the committee shall constitute a quorum, and the action of a majority of the members of the committee present at any meeting at which a quorum is present, or acts unanimously approved in writing, shall be the acts of the committee.

9. This Stock Option Plan may be amended from time to time by the Board of Directors but without further approval by the stockholders of the Company no such amendment shall increase the aggregate number of shares of Common Stock that may be issued and sold under this Stock Option Plan (except that adjustments authorized by the last sentence of Paragraph 5 shall not be limited by this provision) or change the designation in Paragraph 2 of the class of employees eligible to receive options.

EXHIBIT 5  
MORRISON COHEN SINGER & WEINSTEIN, LLP  
750 Lexington Avenue  
New York, New York 10022  
Telephone: (212) 745-8600  
Facsimile: (212) 735-8708

October 2, 1997

Cytoclonal Pharmaceuticals Inc.  
9000 Harry Hines Boulevard  
Dallas, Texas 75235

RE: CYTOCLONAL PHARMACEUTICS INC.--REGISTRATION STATEMENT ON FORM S-8

Gentlemen:

In our capacity as counsel to Cytoclonal Pharmaceuticals Inc., a Delaware corporation (the "Company"), we have been requested to render this opinion in connection with a registration statement on Form S-8 (the "Registration Statement") being filed by the Company with the Securities and Exchange Commission under the Securities Act of 1933, as amended, covering an aggregate of 440,000 shares (the "Shares") of common stock, \$.01 par value per share (the "Common Stock"), of the Company issuable upon the exercise of certain stock options (the "Options") granted or to be granted under the Company's 1992 Stock Option Plan (the "Plan").

In furnishing our opinion, we have examined the Certificate of Incorporation, as amended, of the Company, and such other instruments and documents as we have deemed relevant and necessary as the basis for our opinion expressed herein. We have examined originals or certified, conformed, or photostatic copies of all documents, the authenticity of which has been established to our satisfaction. In all such examinations, we have assumed the genuineness of all signatures on original and certified documents, and the conformity to executed documents of all executed copies submitted to us as conformed or photostatic copies.

Based upon and subject to the foregoing, we are of the opinion that the Shares issuable upon exercise of the Options have been duly authorized and, when paid for and issued in accordance with the terms of the Options, will be duly and validly issued shares of Common Stock.

We hereby consent to use of this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ Morrison Cohen Singer & Weinstein, LLP

-----  
Morrison Cohen Singer & Weinstein, LLP



## EXHIBIT 23.2

### CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 7, 1997 (with respect to Note K[2], February 21, 1997) on our audits of the financial statements of Cytoclonal Pharmaceuticals Inc., (the "Company") a Delaware corporation, as of December 31, 1996 and for each of the years in the two-year period ended December 31, 1996 and for the period from September 11, 1991 (inception) through December 31, 1996 included in the Company's annual report on Form 10KSB.

New York, New York  
October 1, 1997