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EZ EM INC
Form S-8 POS
December 17, 2002

Registration No. 2-94563

As filed with the Securities and Exchange Commission on December 17, 2002

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

E-Z-EM, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation
or organization)

11-1999504
(I.R.S. Employer
Identification No.)

1111 Marcus Avenue
Lake Success, New York 11042
(Address of Principal Executive Offices) (Zip Code)

E-Z-EM, Inc. 1983 Stock Option Plan
E-Z-EM, Inc. 1984 Directors and Consultants Stock Option Plan
(Full title of the plan)

Anthony A. Lombardo
E-Z-EM, Inc.
1111 Marcus Avenue
Lake Success, New York 11042
516-333-8230
(Name, Address and Telephone Number, including Area Code, of Agent for Service)

Copies to:
Guy P. Lander, Esq.
Davies Ward Phillips & Vineberg LLP
625 Madison Avenue, 12th Floor
New York, New York 10022

DEREGISTRATION OF SECURITIES

On November 21, 1984, the Company filed a registration statement on Form S-8 (File No. 2-94563) (the "Registration Statement") relating to 700,000 shares of common stock, par value \$0.10 per share, issuable under its 1983 Stock Option Plan (the "1983 Plan") and its 1984 Directors and Consultants Stock Option Plan (the "1984 Plan" and together with the 1983 Plan, the "Plans"). In October 1992, the Company effected a recapitalization ("1992 Recapitalization") of its capital stock pursuant to which its outstanding shares of common stock were divided equally into shares of Class A voting common stock, par value \$0.10 per share ("Class A Shares"), and Class B non-voting common stock, par value \$0.10 per

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share ("Class B Shares"). Pursuant to the 1992 Recapitalization, the Plans were amended to provide that options outstanding under the Plans would thereafter be exercisable half for Class A Shares and half for Class B Shares, and all future options granted under the Plans would be for Class B Shares only. In October 2002, the Company effected a recapitalization ("2002 Recapitalization") by which all of its outstanding Class A Shares and Class B Shares were converted on a one-for-one basis into shares of a single, newly-created class of common stock, par value \$0.10 per share ("Common Stock"). As a result of the 2002 Recapitalization, any Class A Shares and Class B Shares issuable under the Plans were converted into shares of Common Stock. This Post-Effective Amendment No. 1 to the Registration Statement hereby deregisters any and all shares of common stock of the Company that were previously registered pursuant to the Registration Statement that have not been sold or otherwise issued as of the date hereof. On October 31, 2002, the Company filed a registration statement on Form S-8 (Registration No. 333-100878) relating to the shares of Common Stock issuable upon exercise of options granted or available for grant under the Plans.

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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 Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Lake Success, State of New York, on the 16th day of December, 2002.

E-Z-EM, Inc.

By: /s/ Anthony A. Lombardo

Anthony A. Lombardo, President and
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Registration Statement on Form S-8 has been signed below by the following persons in the capacities indicated on the 16th day of December, 2002.

| Signature ----- | Title ----- |
|---|---|
| /s/ Howard S. Stern ----- Howard S. Stern | Chairman of the Board and Director |
| /s/ Anthony A. Lombardo ----- Anthony A. Lombardo | President, Chief Executive Officer and Director |
| /s/ Dennis J. Curtin ----- Dennis J. Curtin | Chief Financial Officer (Principal Financial and Accounting Officer) |

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/s/ Michael A. Davis Director

Michael A. Davis

/s/ Paul S. Echenberg Director

Paul S. Echenberg

/s/ James L. Katz Director

James L. Katz

/s/ Donald A. Meyer Director

Donald A. Meyer

/s/ David P. Meyers Director

David P. Meyers

/s/ George P. Ward Director

George P. Ward

/s/ Robert J. Beckman Director

Robert J. Beckman