

ROCKWELL MEDICAL TECHNOLOGIES INC

Form S-8

June 22, 2009

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933
ROCKWELL MEDICAL TECHNOLOGIES, INC.
(Exact Name of Registrant as Specified in Its Charter)**

Michigan
(State or Other Jurisdiction of
Incorporation or Organization)

38-3317208
(I.R.S. Employer
Identification No.)

**30142 Wixom Road
Wixom, Michigan 48393
(248) 960-9009**

(Address, including zip code, and telephone number, including area code, of principal executive offices)

Rockwell Medical Technologies, Inc. 2007 Long Term Incentive Plan, as amended
(Full Title of the Plan)

Robert L. Chioini
President and Chief Executive Officer
Rockwell Medical Technologies, Inc.
30142 Wixom Road
Wixom, Michigan 48393
(248) 960-9009

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

Copy to:

Mark A. Metz
Dykema Gossett PLLC
400 Renaissance Center
Detroit, Michigan 48243
(313)568-6800

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

| | | | |
|---|--|--|---|
| Large accelerated filer <input type="checkbox"/> | Accelerated filer <input type="checkbox"/> | Non-accelerated filer <input type="checkbox"/> (Do not check if a smaller reporting company) | Smaller reporting company <input type="checkbox"/> |
|---|--|--|---|

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities To be Registered | Amount to be Registered ⁽¹⁾ | Proposed Maximum Offering | Proposed Maximum Aggregate Offering Price ⁽²⁾ | Amount of Registration Fee |
|--|--|---------------------------------|---|----------------------------------|
|--|--|---------------------------------|---|----------------------------------|

| | | Price Per Share⁽²⁾ | | |
|----------------------------|---------|--|--------------|----------|
| Common Stock, no par value | 750,000 | \$ 6.04 | \$ 4,530,000 | \$252.77 |

(1) This Registration Statement covers 750,000 shares, which includes options, restricted stock and other rights to acquire common stock, under the Rockwell Medical Technologies, Inc. 2007 Long-Term Incentive Plan, as amended, and, pursuant to Rule 416(a), an indeterminate number of additional shares which may be offered and issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.

(2) This calculation is made solely for the purpose of determining the amount of the registration fee pursuant to Rules 457(c) and 457(h) under the Securities Act of 1933, as amended, based

on the average
of the high and
low prices for
the Common
Stock on
June 16, 2009 as
reported by the
Nasdaq Stock
Market.

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Item 8. Exhibits

SIGNATURES

EXHIBIT INDEX

EX-5.1

EX-23.1

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In accordance with general instruction E to Form S-8, Rockwell Medical Technologies, Inc. (the Company) hereby incorporates by reference the contents of its Registration Statement on Form S-8 (No. 333-146817) filed October 19, 2007.

Item 8. Exhibits

The following exhibits are filed with this Registration Statement:

| Exhibit Number | Description |
|-------------------|---|
| 4.1 | Rockwell Medical Technologies, Inc. 2007 Long Term Incentive Plan (incorporated by reference to Appendix A of the Company's Proxy Statement for the 2009 Annual Meeting of Shareholders filed on April 20, 2009). |
| 4.2 | Amendment No. 1 to Rockwell Medical Technologies, Inc. 2007 Long Term Incentive Plan dated May 29, 2008 (incorporated by reference to Appendix A of the Company's Proxy Statement for the 2009 Annual Meeting of Shareholders filed on April 20, 2009). |
| 4.3 | Amendment No. 2 to Rockwell Medical Technologies, Inc. 2007 Long Term Incentive Plan dated May 21, 2009 (incorporated by reference to Appendix A of the Company's Proxy Statement for the 2009 Annual Meeting of Shareholders filed on April 20, 2009). |
| 5.1 | Opinion of Dykema Gossett PLLC. |
| 23.1 | Consent of Plante & Moran, PLLC. |
| 23.2 | Consent of Dykema Gossett PLLC (contained in Exhibit 5.1). |
| 24.1 | Power of Attorney (contained on signature page). |

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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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Wixom, State of Michigan on June 17, 2009.

**ROCKWELL MEDICAL
TECHNOLOGIES, INC.**

By: /s/ Robert L. Chioini
Robert L. Chioini
Chairman, President and Chief
Executive Officer

POWER OF ATTORNEY

We, the undersigned directors and officers of Rockwell Medical Technologies, Inc., do hereby constitute and appoint Robert L. Chioini and Thomas E. Klema, or any of them, our true and lawful attorneys and agents, to do any and all acts and things in our name and on our behalf in our capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorneys and agents, or any of them, may deem necessary or advisable to enable said registrant to comply with the Securities Act of 1933 and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments (including post-effective amendments) hereto and registration statements filed pursuant to Rule 462 under the Securities Act of 1933, and we do hereby ratify and confirm all that said attorneys and agents, or any of them, shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on June 17, 2009.

Signature

Title

/s/ ROBERT L. CHIOINI

Chairman, President and Chief Executive Officer (principal executive officer)

Robert L. Chioini

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| Signature | Title |
|--|--|
| /s/ THOMAS E. KLEMA Thomas E. Klema | Vice President of Finance, Chief Financial Officer, Treasurer and Secretary (principal financial officer and principal accounting officer) |
| /s/ KENNETH L. HOLT Kenneth L. Holt | Director |
| /s/ RONALD D. BOYD Ronald D. Boyd | Director |
| /s/ PATRICK J. BAGLEY Patrick J. Bagley | Director |

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