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

Registration No. 333-46600

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   11-1999504
(State or other jurisdiction of incorporation   (I.R.S. Employer
or organization)   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
(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 September 26, 2000, the Company filed a registration statement on Form
S-8 (File No. 333-46600) (the "Registration Statement") relating to 800,000
shares of Class B non-voting common stock, par value $0.10 per share ("Class B
Shares") under its 1983 Stock Option Plan (the "1983 Plan"). In October 2002,
the Company effected a recapitalization ("Recapitalization") by which all of its
outstanding shares of Class A voting common stock, par value $.10 per share
("Class A Shares"), and all outstanding 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 Recapitalization,
the Class B Shares issuable under the 1983 Plan and registered under the

Registration Statement were converted into shares of Common Stock. This Post-Effective Amendment No. 1 to the Registration Statement hereby deregisters any and all Class B Shares 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 1983 Plan.

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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)
/s/ Michael A. Davis --------------------- Michael A. Davis	Director
/s/ Paul S. Echenberg --------------------- Paul S. Echenberg	Director

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/s/ James L. Katz              Director
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James L. Katz


/s/ Donald A. Meyer            Director
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Donald A. Meyer


/s/ David P. Meyers            Director
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David P. Meyers


/s/ George P. Ward             Director
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George P. Ward


/s/ Robert J. Beckman          Director
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Robert J. Beckman
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