

NORTHFIELD LABORATORIES INC /DE/  
Form S-3MEF  
May 13, 2004

As filed with the Securities and Exchange Commission on May 13, 2004

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

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FORM S-3  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933  
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NORTHFIELD LABORATORIES INC.  
(Exact Name of Registrant as Specified in Its Charter)

Delaware  
(State or Other Jurisdiction of  
Incorporation or Organization)

36-3378733  
(I.R.S. Employer  
Identification Number)

1560 SHERMAN AVENUE  
SUITE 1000  
EVANSTON, IL 60201-4800  
(847) 864-3500  
(Address, Including Zip Code, and Telephone Number, Including Area Code,  
of Registrant's Principal Executive Offices)

Jack J. Kogut  
Chief Financial Officer  
Northfield Laboratories Inc.  
1560 Sherman Avenue  
Suite 1000  
Evanston, IL 60201-4800  
(847) 864-3500  
(Name, Address, Including Zip Code, and Telephone Number,  
Including Area Code, of Agent For Service)

Copies to:

Craig A. Roeder, Esq.  
Baker & McKenzie  
One Prudential Plaza  
Suite 3500  
130 East Randolph Drive  
Chicago, IL 60601  
(312) 861-8000

Approximate date of commencement of proposed sale to the public: From  
time to time after the effective date of this Registration Statement.

If the only securities being registered on this form are being offered  
pursuant to dividend or interest reinvestment plans, please check the following  
box. [ ]

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If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended, (the "Securities Act") other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. [X]

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [X] 333-106615

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. [ ]

CALCULATION OF REGISTRATION FEE

Title Of Shares To Be Registered	Proposed Maximum Aggregate Offering Price (1) (2) (3)	Proposed Maximum Offering Price Per Unit
Common Stock, par value \$.01 per share (4)	--	--
Preferred Stock, par value \$.01 per share (4)	--	--
Depositary Shares (4)	--	--
Stock Purchase Contracts	--	--
Warrants (5)	--	--
Debt Securities	--	--
Total (6)	\$3,908,898 (7)	100% (4)

(1) The Registrant previously registered securities having a maximum aggregate offering price of \$50,000,000 on a registration statement on Form S-3 (File No. 333-106615) for which a fee of \$4,045 was previously paid.

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- (2) Or (i) if any debt securities are issued at an original issue discount, such greater principal amount as will result in an aggregate initial offering price equal to the amount to be registered or (ii) if any debt securities are issued with a principal amount denominated in a foreign currency or composite currency, such principal amount as will result in an aggregate initial offering price equivalent thereto in United States dollars at the time of initial offering.
- (3) These figures are estimates made solely for the purpose of calculating the registration fee pursuant to Rule 457(o) under the Securities Act of 1933, exclusive of accrued interest, if any, on the debt securities.
- (4) In addition to any securities that may be registered hereunder, we are also registering an indeterminate number of shares of common stock, preferred stock, depositary shares and debt securities as may be issued upon conversion, exercise or exchange of the securities issued directly hereunder. No separate consideration will be received for any shares of common stock, preferred stock, depositary shares or debt securities so issued upon conversion, exercise or exchange.
- (5) Includes warrants to purchase common stock, preferred stock, depositary shares and debt securities.
- (6) We will determine the proposed maximum offering price per unit in connection with the issuance of the securities.

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- (7) The securities registered hereunder may be sold separately or as units with other securities registered hereby. The aggregate amount of common stock registered hereunder is limited to that which is permissible under Rule 415(a) (4) under the Securities Act, to the extent applicable.

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EXPLANATORY NOTE

This Registration Statement is being filed pursuant to Rule 462(b) and General Instruction IV to Form S-3, both as promulgated under the Securities Act of 1933, as amended. The contents of the Registration Statement on Form S-3 (File No. 333-106615) filed by Northfield Laboratories Inc. with the Securities and Exchange Commission on June 27, 2003, which was declared effective by the SEC on July 3, 2003, and including the documents filed by Northfield with the SEC and incorporated or deemed to be incorporated therein, are incorporated herein by reference.

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SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Evanston, State of Illinois, on the 13th day of May, 2004.

NORTHFIELD LABORATORIES INC.

By: /s/ Steven A. Gould, M.D.

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Steven A. Gould, M.D.  
Chairman of the Board and  
Chief Executive Officer

Signature -----	Title -----
/s/ Steven A. Gould, M.D. ----- Steven A. Gould, M.D.	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)
/s/ Jack J. Kogut ----- Jack J. Kogut	Senior Vice President, Chief Financial Officer, Secretary and Treasurer (Principal Financial Officer and Principa Accounting Officer)
/s/ Bruce S. Chelberg ----- Bruce S. Chelberg	Director
* ----- Jack Olshansky	Director
* ----- David A. Savner	Director
/s/ John F. Bierbaum ----- John F. Bierbaum	Director
* -----	Director

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Paul M. Ness, M.D.

\* /s/ Jack J. Kogut

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As attorney-in-fact

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EXHIBIT INDEX

NUMBER	DESCRIPTION
5.1	Opinion of Baker & McKenzie.
15.1	Acknowledgement of Independent Certified Public Accountants.
23.1	Consent of Baker & McKenzie (contained in their opinion filed as Exhibit 5.1 to this Registration Statement).
23.2	Consent of KPMG LLP.

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