

Registration No. 333-____

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8
REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933

ANSAN PHARMACEUTICALS, INC.
(Exact name of registrant as specified in its charter)

DELAWARE (State or Other Jurisdiction of Incorporation or Organization)	94-3171943 (I.R.S. Employer Identification No.)
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SUITE 435, 400 OYSTER POINT BOULEVARD, SOUTH SAN FRANCISCO, CALIFORNIA 94080
(650) 635-0200
(Address, Including Zip Code, and Telephone Number, Including Area Code, of
Principal Executive Offices)

RESTATED 1993 STOCK OPTION PLAN
1995 STOCK OPTION PLAN
(Full Title of the Plans)

VAUGHAN H.J. SHALSON
PRESIDENT AND CHIEF EXECUTIVE OFFICER
ANSAN PHARMACEUTICALS, INC.
SUITE 435, 400 OYSTER POINT BOULEVARD
SOUTH SAN FRANCISCO, CALIFORNIA 94080
(Name and Address of Agent for Service)

(650) 635-0200
(Telephone Number, Including Area Code, of
Agent for Service)

With copies of all notices and communications to:

AUGUST J. MORETTI, ESQ.
HELLER EHRMAN WHITE & MCAULIFFE
525 UNIVERSITY AVENUE
PALO ALTO, CALIFORNIA 94301
(650) 324-7000

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share (1)	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock issuable under the Restated 1993 Stock Option Plan, \$.001 par value	22,085	\$1.375	\$ 30,367	\$ 9.20
Common Stock issuable under the 1995 Stock Option Plan, \$.001 par value	375,000	\$1.375	\$515,625	\$156.25

(1) Estimated solely for the purpose of computing the amount of the registration fee pursuant to Rule 457(c) under the Securities Act of 1933, as amended, as the average of the high and low prices reported on the Nasdaq SmallCap Market on October 10, 1997.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents, which have been filed by Ansan Pharmaceuticals, Inc. ("Ansan") with the Securities and Exchange Commission (the "Commission"), are hereby incorporated by reference in this Registration Statement:

- (a) Ansan's Annual Report on Form 10-KSB for the fiscal year ended December 31, 1996;
- (b) Ansan's Quarterly Reports on Forms 10-QSB for the quarterly periods ended March 31, 1997 and June 30, 1997, respectively; and
- (c) The description of the Common Stock contained in Ansan's Registration Statement on Form SB-2 (File No. 33-92886) filed June 8, 1995 under the Securities Act of 1933, as amended (the "Securities Act"), including any amendment or reports filed for the purpose of updating such description.

All documents subsequently filed by Ansan pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and prior to the termination of the offering of the securities offered hereby shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the respective dates of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein, or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein, modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

ITEM 4. DESCRIPTION OF SECURITIES

Not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

Not applicable.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 102 of the General Corporation Law of the State of Delaware (the "DGCL") allows a corporation to eliminate the personal liability of directors of a corporation to the corporation or to any of its stockholders for monetary damage for a breach of his or her fiduciary duty as a director, except in the case where the director breached his or her duty of loyalty, failed to act in good faith, engaged in intentional misconduct or knowingly violated a law, authorized the payment of a dividend or approved a stock repurchase in violation of Delaware corporate law or obtained an improper personal benefit. Ansan's Amended and Restated Certificate of Incorporation, (the "Ansan Restated Certificate") contains a provision that eliminates directors' personal liability as set forth above.

Section 145 of the DGCL provides that a corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of the corporation or is or was serving at its request in such capacity in another corporation or business association against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually

and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

The Ansan Restated Certificate eliminates the liability of directors of Ansan for monetary damages for breach of their fiduciary duty as directors in certain circumstances. This provision does not eliminate the liability of a director (i) for breach of the director's duty of loyalty to Ansan or its stockholders, (ii) for acts or omissions by the director not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for willful or negligent declaration of an unlawful dividend, stock purchase or redemption, or (iv) for transactions from which the director derived an improper personal benefit. Such limitation of liability also does not affect the availability of equitable remedies such as injunctive relief or rescission.

Ansan believes that it is the position of the Commission that insofar as the foregoing provision may be invoked to disclaim liability for damages arising under the Securities Act, the provision is against public policy as expressed in the Securities Act and is therefore unenforceable. Such limitation of liability also does not affect the availability of equitable remedies such as injunctive relief or rescission.

Ansan has entered into indemnification agreements (the "Indemnification Agreement(s)") with each of its directors and officers. Each such Indemnification Agreement will provide that Ansan will indemnify the indemnitee against expenses, including reasonable attorneys' fees, judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by him in connection with any civil or criminal action or administrative proceeding arising out of his performance of his duties as a director or officer, other than an action instituted by the director or officer. Such indemnification will be available if the indemnitee acted in good faith and in a matter he reasonably believed to be in or not opposed to the best interests of Ansan, and, with respect to any criminal action, had no reasonable cause to believe his conduct was unlawful. The Indemnification Agreements also require that Ansan indemnify the director or other party thereto in all cases to the fullest extent permitted by applicable law. Each Indemnification Agreement will permit the director or officer that is party thereto to bring suit to seek recovery amounts due under the Indemnification Agreement and to recover the expenses of such a suit if successful.

Ansan's By-laws provide that Ansan shall indemnify its directors, officers, employees or agents to the full extent permitted by the DGCL, and Ansan shall have the right to purchase and maintain insurance on behalf of any such person whether or not Ansan would have the power to indemnify such person against the liability. Ansan has purchased and maintains such insurance on behalf of its directors and officers with policy limits in the amount of \$1,000,000 primary coverage and \$1,000,000 excess coverage.

At present, there is no pending litigation or proceeding involving a director, officer, employee or agent of Ansan where indemnification will be required or permitted. Ansan is not aware of any threatened litigation or proceeding which may result in a claim for indemnification.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED

Not applicable.

ITEM 8. EXHIBITS

- 5.1 Opinion of Heller Ehrman White & McAuliffe
- 23.1 Consent of Heller Ehrman White & McAuliffe (filed as part of Exhibit 5.1)
- 23.2 Consent of Ernst & Young LLP, Independent Auditors

- 24.1 Power of Attorney (as provided on page 5 hereof)
- 99.1 Restated 1993 Stock Option Plan of Ansan (incorporated by reference from Exhibit 10.2 to the Form SB-2 filed by Ansan, Inc. on June 8, 1995)
- 99.2 1995 Stock Option Plan of Ansan (incorporated by reference from Exhibit 10.3 to the Form SB-2 filed by Ansan, Inc. on June 8, 1995)

ITEM 9. UNDERTAKINGS

A. The undersigned registrant hereby undertakes:

- (1) To 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 any 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, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof; and
- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

B. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant 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 Registrant 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.

ADDITIONAL INFORMATION

On July 16, 1997 Ansan entered into an Agreement and Plan of Reorganization and Merger with Discovery Laboratories, Inc., a Delaware corporation ("Discovery") pursuant to which Discovery shall be merged with and into Ansan. Subsequent to the completion of this merger, former Discovery stockholders will own approximately 92% of the shares of the combined entity. Discovery currently owns certain shares of Preferred Stock of Ansan. In the event that the above merger is not consummated, this Preferred Stock may convert into such number of shares of Ansan Common Stock such that Discovery will own more than 50% of the voting stock of Ansan. A Registration Statement on Form S-4 has been filed with the Commission by Ansan pursuant to the proposed merger (Commission File No. 333-34337). The foregoing description is not a complete statement of the terms of the merger and related transactions and is qualified in its entirety by reference to the above-mentioned Registration Statement on Form S-4.

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 South San Francisco, State of California, on October 15, 1997.

ANSAN PHARMACEUTICALS, INC.

By: /s/ Vaughan H.J. Shalson

Vaughan H.J. Shalson
President and Chief Executive
Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Louis R. Bucalo, M.D. and Vaughan H.J. Shalson his or her true and lawful attorneys-in-fact and agents, each acting alone, with full power of substitution and resubstitution, for him or her and in his name, place and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments) to the Registration Statement, and to sign any registration statement for the same offering covered by this Registration Statement that is to be effective upon filing pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and all post-effective amendments thereto, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, each acting alone, or his or her substitute or substitutes, may lawfully do or cause 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/ Louis R. Bucalo ----- Louis R. Bucalo, M.D.	Chairman of the Board of Directors	October 15, 1997
/s/ Vaughan H.J. Shalson ----- Vaughan H.J. Shalson	President, Chief Executive Officer and Director (Principal Executive Officer)	October 15, 1997
/s/ James M. Ahlers ----- James M. Ahlers	Director of Finance and Operations (Principal Financial and Accounting Officer)	October 15, 1997
/s/ Lindsay A. Rosenwald ----- Lindsay A. Rosenwald, M.D.	Director	October 15, 1997
/s/ Richard Sperber ----- Richard Sperber	Director	October 15, 1997
/s/ Ilan Cohn ----- Ilan Cohn, Ph.D.	Director	October 15, 1997
/s/ David Naveh ----- David Naveh, Ph.D.	Director	October 15, 1997

INDEX TO EXHIBITS

Item No.	Description of Item
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5.1	Opinion of Heller Ehrman White & McAuliffe
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October 15, 1997

Ansan Pharmaceuticals, Inc.
Suite 435, 400 Oyster Point Boulevard
South San Francisco, CA 94080

Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Ansan Pharmaceuticals, Inc., a Delaware corporation (the "Corporation"), in connection with the Registration Statement on Form S-8 (the "Registration Statement") which the Corporation proposes to file with the Securities and Exchange Commission on October 15, 1997 for the purposes of registering under the Securities Exchange Act of 1933, as amended, 397,085 shares of its Common Stock, \$.001 par value (the "Stock"). The Stock is issuable under the Corporation's 1993 and 1995 Stock Option Plans (the "Plans").

We have assumed the authenticity of all records, documents and instruments submitted to us as originals, the genuineness of all signatures, the legal capacity of natural persons and the conformity to the originals of all records, documents and instruments submitted to us as copies.

In rendering our opinion, we have examined the following records, documents and instruments:

- (a) The Restated Certificate of Incorporation of the Corporation, certified by the Delaware Secretary of State as of October 14, 1997, and certified to us by an officer of the Corporation as being complete and in full force as of the date of this opinion;

- (b) The Bylaws of the Corporation certified to us by an officer of the Corporation as being complete and in full force and effect as of the date of this opinion;
- (c) A Certificate of an officer of the Corporation (i) attaching records certified to us as constituting all records of proceedings and actions of the Board of Directors, including any committee thereof, and stockholders of the Corporation relating to the Plans, and the Registration Statement, and (ii) certifying as to certain factual matters;
- (d) The Registration Statement;
- (e) The Plans; and
- (f) A letter from Continental Stock Trust & Transfer Company, the Corporation's transfer agent, dated October 1, 1997, as to the number of Stock of the Corporation's Common Stock that were outstanding on October 1, 1997.

This opinion is limited to the federal law of the United States of America, the law of the State of California, and the General Corporation Law of the State of Delaware, and we disclaim any opinion as to the laws of any other jurisdiction. We further disclaim any opinion as to any other statute, rule, regulation, ordinance, order or other promulgation of any other jurisdiction or any regional or local governmental body or as to any related judicial or administrative opinion.

Based on the foregoing and our examination of such questions of law as we have deemed necessary or appropriate for the purpose of this opinion, and assuming that (i) the Registration Statement becomes and remains effective during the period when the Stock is offered and issued, (ii) the full consideration stated in the Plans is paid for each share of Stock and that such consideration in respect of each share of Stock includes payment of cash or other lawful consideration, (iii) appropriate certificates evidencing the Stock are executed and delivered by the Corporation, and (iv) all applicable securities laws are complied with, it is our opinion that when issued and sold by the Corporation, after payment therefore in the manner provided in the Plans and Registration Statement, the Stock will be legally issued, fully paid and nonassessable.

This opinion is rendered to you in connection with the Registration Statement and is solely for your benefit. This opinion may not be relied upon by you for any other purpose, or relied upon by any other person, firm, corporation or other entity for any purpose, without our prior written consent. We disclaim any obligation to advise you of any change of law that occurs, or any facts of which we may become aware, after the date of this opinion.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement on Form S-8.

Very truly yours,

/s/ Heller Ehrman White & McAuliffe

CONSENT OF ERNST & YOUNG LLP, INDEPENDENT AUDITORS

We consent to the incorporation by reference in this Registration Statement of Ansan Pharmaceuticals, Inc. on Form S-8 of our report dated February 21, 1997, appearing in the Annual Report on Form 10-KSB for the year ended December 31, 1996 and Quarterly Reports on Form 10-QSB, for the periods ended March 31, 1997 and June 30, 1997, respectively, each of Ansan Pharmaceuticals, Inc.

/s/ Ernst & Young LLP
October 15, 1997