SCICLONE PHARMACEUTICALS INC

FORM 8-A12G/A

(Amended Securities Registration (section 12(g)))

Filed 09/18/03

Address	950 TOWER LANE SUITE 900 FOSTER CITY, CA 94404-2125
Telephone	650-358-3456
CIK	0000880771
Symbol	SCLN
SIC Code	2834 - Pharmaceutical Preparations
Industry	Biotechnology & Drugs
Sector	Healthcare
Fiscal Year	12/31

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-A/A

AMENDMENT NO. 1

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

SCICLONE PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

Delaware (State of incorporation)	**94-3116852** (I.R.S. Employer Identification No.)
901 Mariner's Island Blvd., Suite 205 **San Mateo, California** (Address of principal executive offices)	**94404** (Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. [ ]

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box. [X]

Securities to be registered pursuant to Section 12(g) of the Act:

Common Stock, $.001 par value
(Title of class)

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AMENDMENT NO. 1 TO FORM 8-A

On July 28, 2003, SciClone Pharmaceuticals, Inc. (the "Company") announced the completion of its previously announced reincorporation from the State of California to the State of Delaware. On the same date, the Company filed with the Securities and Exchange Commission a Current Report on Form 8-K attaching its new Delaware Amended and Restated Certificate of Incorporation and Bylaws (the "Delaware Charter"). In accordance with the Company's Delaware Charter, the undersigned registrant hereby amends the following items, exhibits or other portions of its Application for Registration on Form 8-A filed January 31, 1992 regarding the description of its Common Stock as follows:

ITEM 1. DESCRIPTION OF SECURITIES TO BE REGISTERED.

Common Stock

General. SciClone Pharmaceuticals, Inc. (the "Company") is authorized to issue 75,000,000 shares of Common Stock, par value $.001 per share. As of June 30, 2003, there were 38,257,025 shares of Common Stock outstanding. All shares of Common Stock outstanding are fully paid and nonassessable.

Voting . Each share of Common Stock entitles the holder to one vote and a proportionate vote for each fractional share held, if any, on all matters submitted to a vote of stockholders. Any action required or permitted to be taken by the Company's holders of Common Stock must be effected at a duly called annual or special meeting of stockholders and may not be effected by any stockholder consent in writing. Special meetings of the stockholders may only be called by the Board of Directors, the Chairman of the Board of Directors or the President, or the holders of not less than 25% of all shares entitled to cast votes at the meeting. The Company's Amended and Restated Certificate of Incorporation does not provide for cumulative voting in the election of directors.

Preemption, Dividend and Liquidation Rights . The holders of Common Stock do not have preemptive rights or rights to convert their Common Stock into any other securities. Holders of Common Stock are entitled to receive ratably such dividends as may be declared by the Board of Directors out of funds legally available therefor. In the event of a liquidation, dissolution or winding up of the Company, holders of the Common Stock have the right to a ratable portion of the assets remaining after the payment of liabilities, subject to the preferences of any outstanding Preferred Stock.

ITEM 2. EXHIBITS

3(i).1(1)	Amended and Restated Certificate of Incorporation of Registrant.
3(ii).1(1)	Bylaws of Registrant.
4.1	Specimen Certificate of Registrant's Common Stock.

(1) Incorporated by reference from the Company's Current Report on Form 8-K, dated July 28, 2003.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

SCICLONE PHARMACEUTICALS, INC.

Date: September 18, 2003

By: /S/ Richard A. Waldron

Richard A. Waldron
Chief Financial Officer

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EXHIBIT INDEX

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Exhibit 4.1

NUMBER
SFU

SHARES

SciClone® PHARMACEUTICALS

INCORPORATED UNDER THE LAWS OF
THE STATE OF DELAWARE

SPECIMEN

CUSIP 80862K 10 4
SEE REVERSE FOR CERTAIN DEFINITIONS

THIS CERTIFIES THAT

is the record holder of

FULLY PAID AND NONASSESSABLE SHARES OF COMMON STOCK, $.001 PAR VALUE PER SHARE, OF

SciClone Pharmaceuticals, Inc.

transferable only on the books of the Corporation by the holder hereof in person or by duly authorized Attorney upon surrender of this certificate properly endorsed. This certificate is not valid until countersigned by the Transfer Agent and Registrar.

WITNESS the facsimile signatures of its duly authorized officers.

Dated:

SciClone Pharmaceuticals, Inc. Corporate Seal July 18, 2003 Delaware

CHIEF FINANCIAL OFFICER AND CORPORATE SECRETARY

CHAIRMAN

COUNTERSIGNED AND REGISTERED:
MELLON INVESTOR SERVICES LLC
TRANSFER AGENT AND REGISTRAR
BY
AUTHORIZED SIGNATURE

THOMAS GREG & SONS

End of Filing

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