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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM S-8  
REGISTRATION STATEMENT**  
Under  
The Securities Act of 1933

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**SOLIGEN TECHNOLOGIES, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Wyoming**  
(State of Incorporation)

**95-4440838**  
(I.R.S. Employer Identification No.)

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**Soligen Technologies, Inc.**  
**1993 STOCK OPTION PLAN**  
(Full Title of the Plan)

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**Yehoram Uziel, President**  
**Soligen Technologies, Inc.**  
**19408 Londelius St.**  
**Northridge, CA 91524**  
**(818) 718-1221**  
(Name, Address and Telephone Number of Agent for Service)

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**CALCULATION OF REGISTRATION FEE**

| Title of securities to be registered | Amount to be registered (1)(2) | Proposed maximum offering price per share (3) | Proposed maximum aggregate offering price (3) | Amount of registration fee |
|--------------------------------------|--------------------------------|---|---|----------------------------|
| Common Stock                         | 1,500,000                      | \$.2656                                       | \$398,400                                     | \$105.18                   |

- (1) The amount represents the number of shares issuable pursuant to the 1993 Stock Option Plan, as amended, in addition to the 3,490,000 shares previously registered on Registration Statement No. 33-97992 and the 1,500,000 shares previously registered on Registration Statement No. 33-62255.
  - (2) This Registration Statement shall also cover any additional shares of Common Stock that become issuable under the 1993 Stock Option Plan, as amended, as the result of any future stock split, stock dividend or similar adjustment of the outstanding Common Stock of the Registrant.
  - (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) of the Securities Act of 1933, as amended, and is based on the average of the bid and asked price as of September 26, 2000.
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Soligen Technologies, Inc.'s 1993 Stock Option Plan, as amended (the "Plan") authorizes the issuance of 6,500,000 shares of the Common Stock of Soligen Technologies, Inc. (the "Company") of which 1,500,000 shares are being registered hereunder. A registration statement on Form S-8 registering 3,490,000 shares issuable under the Plan was filed by registrant on October 11, 1995 (File No. 33-97992). Additionally, a registration statement on Form S-8 registering 1,500,000 shares was filed by registrant on August 26, 1998 (File No. 33-62255). As of September 1, 2000, options to purchase 4,575,000 shares of the Company's Common Stock were outstanding, 63,600 shares of the Company's Common Stock had been issued upon exercise of the options granted under the Plan, and options to purchase 1,861,400 shares of the Company's Common Stock were available for future grants under the Plan. Subject to the final paragraph of Item 3 of Part II of this Registration Statement, the contents of the earlier registration statements are incorporated herein by reference.

## PART II

### INFORMATION REQUIRED IN REGISTRATION STATEMENT

#### **Item 3. Incorporation of Certain Documents By Reference**

The following documents of Soligen Technologies, Inc. (the "Company") previously filed with the Securities and Exchange Commission (the "Commission") are hereby incorporated by reference in this Registration Statement:

- (a) The Registrant's Annual Report on Form 10-KSB for the year ended March 31, 2000, as amended;
- (b) All other Reports filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, since March 31, 2000;
- (c) The description of the Registrant's Common Stock contained in the Registration Statement on Form 10-SB (Reg. No. 1-12694) filed by the Registrant on December 20, 1993, including all amendments and reports filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date hereof, and prior to the filing of a post-effective amendment which indicates that the securities offered hereby have been sold or which deregister the securities covered hereby then remaining unsold, shall also be deemed to be incorporated by reference into this Registration Statement and to be a part hereof commencing on the respective dates on which such documents are filed.

Any statement contained in this Registration Statement or a document incorporated by reference herein shall be deemed superseded or modified for purposes of this Registration Statement to the extent that a statement contained herein, or a statement in any subsequently filed document that is also incorporated by reference herein, modifies or supersedes such earlier statement. Any such statement so modified or superseded shall not be deemed, except as modified or superseded, to constitute a part of this Registration Statement.

#### **Item 8. Exhibits**

| <u>Exhibit Number</u> | <u>Description</u>  |
|-----------------------|---|
| 4.1                   | 1993 Stock Option Plan  |
| 4.2                   | Form of Statutory Stock Option Agreement relating to 1993 Stock Option Plan                 |
| 4.3                   | Form of Nonstatutory Stock Option Agreement relating to 1993 Stock Option Plan              |
| 4.4                   | Amendments to the 1993 Stock Option Plan  |
| 4.5                   | 1997 Amendments to 1993 Stock Option Plan   |
| 4.6                   | 2000 Amendment to 1993 Stock Option Plan  |
| 5.1                   | Opinion of Garvey, Schubert & Barer regarding legality of the Common Stock being registered |
| 23.1                  | Consent of Independent Certified Public Accountants   |
| 23.2                  | Consent of Independent Public Accountants   |
| 23.3                  | Consent of Garvey, Schubert & Barer (included in opinion filed as Exhibit 5.1)              |
| 24.1                  | Power of Attorney of Dr. Mark W. Dowley   |
| 24.2                  | Power of Attorney of Kenneth T. Friedman  |
| 24.3                  | Power of Attorney of David F. Hadley  |
| 24.4                  | Power of Attorney of Patrick J. Lavelle   |

**Item 9. Undertakings**

A. The undersigned hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

provided, however, that paragraphs (1)(i) and (1)(ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this 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.

(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. The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefits plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this Registration Statement 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.

C. 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.

[Remainder of page intentionally left blank.]

## 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 Northridge, State of California, on the 26th day of September, 2000.

### SOLIGEN TECHNOLOGIES, INC.

By: /s/ YEHORAM UZIEL

Yehoram Uziel

Its: Chief Executive Officer, President, and  
Chairman of the Board of Directors

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated below on the 26th day of September, 2000.

#### Signature

#### Title

/s/ YEHORAM UZIEL

Yehoram Uziel

Chief Executive Officer, President, Director

/s/ ROBERT KASSEL

Robert Kassel

Chief Financial Officer

\*/s/ DR. MARK W. DOWLEY

Dr. Mark W. Dowley

Director

\*/s/ KENNETH T. FRIEDMAN

Kenneth T. Friedman

Director

\*/s/ DAVID F. HADLEY

David F. Hadley

Director

\*/s/ PATRICK J. LAVELLE

Patrick J. Lavelle

Director

\*By: /s/ YEHORAM UZIEL

Yehoram Uziel, Attorney-in-Fact

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\* Incorporated by reference to the Registration Statement on Form 10-SB (Reg. No. 1-12694) filed by the Company on December 20, 1993.

\*\* Incorporated by reference to the Registration Statement on Form S-8 (No. 33-97992) filed by the Company on October 11, 1995.

\*\*\* Incorporated by reference to the Registration Statement on Form S-8 (No. 33-62255) filed by the Company on August 26, 1998.

**Third Amendment  
to the  
Soligen Technologies, Inc.  
1993 Stock Option Plan**

The following amendment to the Soligen Technologies, Inc. 1993 Stock Option Plan, as amended (the “Plan”), was approved by the Shareholders of Soligen Technologies, Inc. on August 25, 2000:

1. The first sentence of Section 4.1 of the Plan shall be amended to read as follows:

“The Committee, from time to time, may provide for the option and sale in the aggregate of up to six million five hundred thousand shares of Common Stock, to be made available from authorized, but unissued, or reacquired shares of Common Stock.”

Soligen Technologies, Inc.  
19468 Londelius St.  
Northridge, CA 91324

**September 26, 2000**

RE: 1,500,000 SHARES OF COMMON STOCK OF SOLIGEN TECHNOLOGIES, INC. (THE  
“COMPANY”)

Ladies and Gentlemen:

We have acted as counsel to you in connection with the preparation of a Registration Statement on Form S-8 (the “Registration Statement”) pursuant to the Securities Act of 1933, as amended (the “Act”), which you are filing with the Securities and Exchange Commission with respect to 1,500,000 shares of Common Stock (the “Shares”), which may be issued pursuant to the Soligen Technologies, Inc. 1993 Stock Option Plan, as amended (the “Plan”). We have examined the Registration Statement and such other documents and records of the Company as we have deemed relevant and necessary for the purposes of this opinion.

Based upon and subject to the foregoing, we are of the opinion that the Shares that will be issued pursuant to the Plan, upon the due execution by the Company and the registration by its registrar of the Shares and the issuance thereof by the Company in accordance with the terms of the Plan, and the receipt of consideration therefor in accordance with the terms of the Plan, will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Act.

This opinion is dated as of the date hereof.

Very truly yours,

GARVEY, SCHUBERT & BARER

**CONSENT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS**

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated May 19, 2000, relating to the consolidated financial statements of Soligen Technologies, Inc. included in its Form 10-KSB.

SINGER LEWAK GREENBAUM & GOLDSTEIN LLP

Los Angeles, California  
September 26, 2000



**CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS**

As independent public accountants, we hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of Soligen Technologies, Inc. of our report dated June 28, 1999 included in Soligen Technologies, Inc.'s Annual Report on Form 10-KSB for the year ended March 31, 1999.

Arthur Andersen, LLP  
Los Angeles, California

September 25, 2000

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, the person whose signature appears below constitutes and appoints Yehoram Uziel attorney-in-fact, for him, with the power of substitution, in any and all capacities, to sign the Registration Statement on Form S-8 for 1,500,000 shares issuable under the Soligen Technologies, Inc. 1993 Stock Option Plan, as amended, and any amendments to such Registration Statement (including post-effective amendments), and to file exhibits thereto and other documents in connection therewith with the Securities and Exchange Commission, granting unto said attorney-in-fact full power and authority to do or perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact or substitute may lawfully do or cause to be done by virtue hereof.

This Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed this 26<sup>th</sup> day of September, 2000.

/s/ DR. MARK W. DOWLEY

Dr. Mark W. Dowley

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, the person whose signature appears below constitutes and appoints Yehoram Uziel attorney-in-fact, for him, with the power of substitution, in any and all capacities, to sign the Registration Statement on Form S-8 for 1,500,000 shares issuable under the Soligen Technologies, Inc. 1993 Stock Option Plan, as amended, and any amendments to such Registration Statement (including post-effective amendments), and to file exhibits thereto and other documents in connection therewith with the Securities and Exchange Commission, granting unto said attorney-in-fact full power and authority to do or perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact or substitute may lawfully do or cause to be done by virtue hereof.

This Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed this 20<sup>th</sup> day of September, 2000.

/s/ KENNETH T. FRIEDMAN

Kenneth T. Friedman

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, the person whose signature appears below constitutes and appoints Yehoram Uziel attorney-in-fact, for him, with the power of substitution, in any and all capacities, to sign the Registration Statement on Form S-8 for 1,500,000 shares issuable under the Soligen Technologies, Inc. 1993 Stock Option Plan, as amended, and any amendments to such Registration Statement (including post-effective amendments), and to file exhibits thereto and other documents in connection therewith with the Securities and Exchange Commission, granting unto said attorney-in-fact full power and authority to do or perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact or substitute may lawfully do or cause to be done by virtue hereof.

This Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed this 20<sup>th</sup> day of September, 2000.

/s/ DAVID F. HADLEY

David F. Hadley

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, the person whose signature appears below constitutes and appoints Yehoram Uziel attorney-in-fact, for him, with the power of substitution, in any and all capacities, to sign the Registration Statement on Form S-8 for 1,500,000 shares issuable under the Soligen Technologies, Inc. 1993 Stock Option Plan, as amended, and any amendments to such Registration Statement (including post-effective amendments), and to file exhibits thereto and other documents in connection therewith with the Securities and Exchange Commission, granting unto said attorney-in-fact full power and authority to do or perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact or substitute may lawfully do or cause to be done by virtue hereof.

This Power of Attorney shall remain in full force and effect until revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed this 20<sup>th</sup> day of September, 2000.

/s/ PATRICK J. LAVELLE  
Patrick J. Lavelle