

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM S-8  
 REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

SONUS PHARMACEUTICALS, INC.

(Exact name of registrant as specified in its charter)

DELAWARE (State or other jurisdiction) 95-4343413 (I.R.S. Employer Identification No.)  
 of incorporation or organization)

22026 20th Avenue S.E., Bothell, Washington 98021

(Address of Principal Executive Offices) (Zip Code)

INCENTIVE STOCK OPTION, NONQUALIFIED STOCK OPTION  
 AND RESTRICTED STOCK PURCHASE PLAN - 1991

1995 STOCK OPTION PLAN FOR DIRECTORS

EMPLOYEE STOCK PURCHASE PLAN

1999 NONQUALIFIED STOCK INCENTIVE PLAN

(Full titles of the plans)

Michael A. Martino, President and  
 Chief Executive Officer  
 Sonus Pharmaceuticals, Inc.  
 22026 20th Avenue S.E.  
 Bothell, Washington 98021  
 (Name and address of agent for service)  
 (425) 487-9500

(Telephone number, including area code, of agent for service)

Copy to:  
 K.C. Schaaf, Esq.  
 Christopher D. Ivey, Esq.  
 Stradling Yocca Carlson & Rauth, a Professional Corporation  
 660 Newport Center Drive, Suite 1600  
 Newport Beach, California 92660  
 (949) 725-4000

CALCULATION OF REGISTRATION FEE

<TABLE>  
 <CAPTION>

<S> Title of Securities To Be Registered	<C> Amount To Be Registered(1)	<C> Proposed Maximum Offering Price Per Share	<C> Proposed Maximum Aggregate Offering Price	<C> Amount of Registration Fee
Common Stock, \$0.001 par value	1,077,863 shares	(2)	\$5,116,384 (2)	\$1,422.35

</TABLE>

(1) Includes additional shares of Common Stock that may become issuable pursuant to the anti-dilution adjustment provisions of the Incentive Stock Option, Nonqualified Stock Option and Restricted Stock Purchase Plan - 1991 (the

"1991 Plan") (300,000 shares), the 1995 Stock Option Plan for Directors (the "Director Plan") (127,863 shares), the Employee Stock Purchase Plan (the "Purchase Plan") (50,000 shares), and the 1999 Nonqualified Stock Incentive Plan (the "1999 Plan") (600,000 shares).

Previously, 546,017 shares of Common Stock available for grant under the 1991 Plan were registered on a Registration Statement on Form S-8 on December 15, 1995 (Registration No. 33-08623), 774,810 shares of Common Stock available for grant under the 1991 Plan were registered on a Registration Statement on Form S-8 on September 22, 1997 (Registration No. 33-36093) and 400,000 shares of Common Stock available for grant under the 1991 Plan were registered on a Registration Statement on Form S-8 on June 16, 1998 (Registration No. 33-56933). 122,137 shares of Common Stock available for grant under the Director Plan were registered on a Registration Statement on Form S-8 on December 15, 1995 (Registration No. 33-08623). 50,000 shares of Common Stock available for grant under the Purchase Plan were registered on a Registration Statement on Form S-8 on December 15, 1995 (Registration No. 33-08623).

(2) The aggregate offering price of 349,197 shares of Common Stock registered hereby which could be issued upon exercise of options granted under the 1999 Plan is based upon the per share exercise price of such options, the weighted average of which is approximately \$6.06 per share. With respect to the remaining 678,666 shares of Common Stock registered hereby which could be issued upon exercise of the remaining options and rights to purchase which Registrant is authorized to issue under its 1991 Plan, the Director Plan and the 1999 Plan, the aggregate offering price is estimated solely for purposes of calculating the registration fee, in accordance with Rule 457(h) on the basis of the price of securities of the same class, as determined in accordance with Rule 457(c), using the average of the high and low price reported by the Nasdaq National Market for Common Stock on September 20, 1999, which was \$4.16 per share. For purposes of the 50,000 shares of Common Stock registered hereby to be issued under the Purchase Plan, the aggregate offering price was estimated using a per share price of \$3.54 or 85% of \$4.16, the average of the high and low price reported by the Nasdaq National Market for Common Stock on September 20, 1999, pursuant to the terms of the Purchase Plan.

2

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

The following documents are incorporated herein by reference:

- (a) The Registrant's Registration Statement on Form S-8 dated December 15, 1995 (Registration No. 33-80623).
- (b) The Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 1999.
- (c) The Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 1999.
- (d) The Registrant's Yearly Report on Form 10-K for the year ended December 31, 1998.
- (e) All other reports filed by the Registrant pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), since the end of the fiscal year covered by the Annual Report on Form 10-K referred to in (c) above.
- (f) The description of the Registrant's Common Stock that is contained in the Registrant's Registration Statement on Form 8-A filed under Section 12 of the Exchange Act, including any amendment or report filed for the purpose of updating that description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) or the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all such securities then remaining unsold, shall be deemed to be incorporated herein by reference and to a part hereof from the date of filing of such documents, except as to any portion of any future annual or quarterly report to stockholders or document that is not deemed filed under such provisions. For the purposes of this registration statement, any statement in a document incorporated by references shall be deemed to be modified or superseded to the extent that a statement is contained in this registration statement modifies or supersedes a statement in such document. Any 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

- (a) As permitted by the Delaware General Corporation Law, the Registrant's Certificate of Incorporation eliminates the liability of directors to the Registrant or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent otherwise required by the Delaware General Corporation Law.
- (b) The Certificate of Incorporation provides that the Registrant will indemnify each person who was or is made a party to any proceeding by reason of the fact that such person is or was a director or officer of the Registrant against all expense, liability and loss reasonably incurred or suffered by such person in connection therewith to the fullest extent authorized by the Delaware General Corporation Law. The Registrant's Bylaws provide for a similar indemnity to directors and officers of the Registrant to the fullest extent authorized by General Corporation Law.
- (c) The Certificate of Incorporation also gives the Registrant the ability to enter into indemnification

3

agreements with each of its officers and directors. The Registrant has entered into indemnification agreements with each of its directors and executive officers. The indemnification agreements provide for the indemnification of directors and officers against any and all expenses, judgements, fines, penalties and amounts paid in settlement, to the fullest extent permitted by law.

Item 7. Exemption from Registration Claims

Not Applicable

Item 8. Exhibits

The following exhibits are filed as part of this Registration Statement:

Number	Description
4.1	SONUS Pharmaceuticals, Inc. 1999 Nonqualified Stock Incentive Plan (the "1999 Plan") (incorporated by reference to Exhibit 10.7 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 1999).
4.2	Form of Nonqualified Stock Option Agreement pertaining to the 1999 Plan (incorporated by reference to Exhibit 10.8 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 1999).
4.3	Form of Restricted Stock Purchase Agreement pertaining to the 1999 Plan (incorporated by reference to Exhibit 10.9 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 1999).
5.1	Opinion of Stradling, Yocca, Carlson & Rauth, a Professional Corporation, Counsel to the Registrant.
23.1	Consent of Stradling Yocca Carlson & Rauth, a Professional Corporation (included in the Opinion filed as Exhibit 5.1).
23.2	Consent of Ernst & Young LLP, independent auditors.
24.1	Power of Attorney (included on signature page to this Registration Statement at page 5).

## 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 Bothell, State of Washington, on the 24th day of September, 1999.

SONUS PHARMACEUTICALS, INC.

By: /s/ Gregory Sessler

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 Gregory Sessler, Chief Financial Officer  
 (Principal Financial and Accounting Officer)

POWER OF ATTORNEY

We, the undersigned officers and directors of SONUS Pharmaceuticals, Inc., do hereby constitute and appoint Michael A. Martino and Gregory Sessler, or either of them, our true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments to this Registration Statement, and to file the same, with exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and 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 each of said attorneys-in-fact and agents, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<TABLE>  
 <CAPTION>

<S> /s/ Michael A. Martino ----- Michael A. Martino	<C> President, Chief Executive Officer and Director (Principle Executive Officer)	<C> September 24, 1999
/s/ Gregory Sessler ----- Gregory Sessler	Chief Financial Officer (Principal Financial and Accounting Officer)	September 24, 1999
/s/ George Dunbar, Jr. ----- George W. Dunbar, Jr.	Director, Co-Chairman of the Board of Directors	September 24, 1999
/s/ Christopher S. Henney ----- Christopher S. Henney, Ph.d., D.Sc.	Director	September 24, 1999
/s/ Robert E. Ivy ----- Robert E. Ivy	Director, Co-Chairman of the Board of Directors	September 24, 1999
/s/ Dwight Winstead ----- Dwight Winstead	Director	September 24, 1999

</TABLE>

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- 5.1 Opinion of Stradling Yocca Carlson & Rauth, a Professional Corporation, Counsel to Registrant.
- 23.1 Consent of Stradling, Yocca, Carlson & Rauth (included in the Opinion filed as Exhibit 5.1).
- 23.2 Consent of Ernst & Young, LLP, independent auditors
- 24.1 Power of Attorney (included on signature page to this Registration Statement at page 5).

September 24, 1999

SONUS Pharmaceuticals, Inc.  
22026 20th Avenue, S.E.  
Bothell, Washington 98021

Re: Registration Statement on Form S-8

Gentlemen:

At your request, we have examined the form of Registration Statement on Form S-8 (the "Registration Statement") being filed by SONUS Pharmaceuticals, Inc., a Delaware corporation (the "Company"), with the Securities and Exchange Commission in connection with the registration under the Securities Act of 1933, as amended, of an additional 1,077,863 shares of the Company's common stock, \$.001 par value ("Common Stock"), issuable under the Company's Incentive Stock Option, Nonqualified Stock Option and Restricted Stock Purchase Plan - 1991, 1995 Stock Option Plan for Directors, Employee Stock Purchase Plan and 1999 Nonqualified Stock Incentive Plan (the "Plans").

We have examined the proceedings heretofore taken and are familiar with the additional proceedings proposed to be taken by the Company in connection with the authorization, issuance and sale of the securities referred to above.

Based on the foregoing, it is our opinion that the 1,077,863 shares of Common Stock to be issued under the Plans against full payment in accordance with the respective terms and conditions of the Plans will be legally and validly issued, fully paid and nonassessable.

We consent to the use of this opinion as an exhibit to the Registration Statement.

Very truly yours,

STRADLING, YOCCA, CARLSON & RAUTH

Exhibit 23.2

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to SONUS Pharmaceuticals, Inc, the Incentive Stock Option, Non-qualified Stock Option, and Restricted Stock Purchase Plan - 1991, the 1995 Stock Option Plan for Directors, the Employee Stock Purchase Plan and the 1999 Nonqualified Stock Incentive Plan of our report dated March 25, 1999 with respect to the financial statements of SONUS Pharmaceuticals, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 1998 filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

- -----  
Ernst & Young LLP

Seattle, Washington  
September 22, 1999