

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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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 of  
incorporation or organization)

95-4343413  
(I.R.S. Employer  
Identification No.)

22026 20th Avenue S.E., Bothell, Washington 98021  
(Address of Principal Executive Offices) (Zip Code)

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INCENTIVE STOCK OPTION, NONQUALIFIED STOCK OPTION AND  
RESTRICTED STOCK PURCHASE PLAN -1991  
(Full titles of the plan)  
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Steven C. Quay, M.D., Ph.D., President,  
Chief Executive Officer and Secretary  
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>

Title of Securities To Be Registered	Amount To Be Registered(1) (2)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
<S> Common Stock, \$0.001 par value	<C> 400,000 shares	<C> \$11.75 (3)	<C> \$4,700,000 (3)	<C> \$1,386.50

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- (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").
- (2) 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) and 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).
- (3) The aggregate offering price of 400,000 shares of Common Stock registered hereby which would be issued upon exercise of the remaining options which Registrant is authorized to issue under its 1991 Plan 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 the Common Stock on June 12, 1998, which was \$11.75 per share.

PART II  
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The contents of the Registrant's Registration Statement on Form S-8 (Registration No. 33-80623) are incorporated herein by reference.

Item 8. Exhibits.

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

Number -----	Description -----
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 the Registration Statement at page S-1).

II-1

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 15th day of June, 1998.

SONUS PHARMACEUTICALS, INC.

By: /s/ Steven C. Quay

-----  
Steven C. Quay, M.D., Ph.D.,  
Chief Executive Officer, President  
and Secretary

POWER OF ATTORNEY

We, the undersigned officers and directors of SONUS Pharmaceuticals, Inc., do hereby constitute and appoint Steven C. Quay 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>

<S>

/s/ Steven C. Quay

-----  
Steven C. Quay, M.D., Ph.D.

<C>

Chief Executive Officer, President,  
Secretary and Director (Principal  
Executive Officer)

<C>

June 15, 1998

/s/ Gregory Sessler ----- Gregory Sessler	Chief Financial Officer (Principal Financial and Principal Accounting Officer)	June 15, 1998
/s/ George W. Dunbar, Jr. ----- George W. Dunbar, Jr.	Director	June 15, 1998
/s/ Harry A. Shoff ----- Harry A. Shoff	Director	June 15, 1998
/s/ Dwight Winstead ----- Dwight Winstead </TABLE>	Director	June 15, 1998

S-1

EXHIBIT INDEX

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</TABLE>

June 15, 1998

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 400,000 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 (the "Plan").

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 400,000 shares of Common Stock to be issued under the Plan against full payment in accordance with the respective terms and conditions of the Plan 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

Consent of Ernst & Young LLP, Independent Auditors

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Incentive Stock Option, Non-qualified Stock Option, and Restricted Stock Purchase Plan - 1991 of SONUS Pharmaceuticals, Inc. of our report dated January 23, 1998 with respect to the financial statements of SONUS Pharmaceuticals, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 1997 filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

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Ernst & Young LLP

Seattle, Washington  
June 15, 1998