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As filed with the Securities and Exchange Commission on August 6, 2012    Registration No. 333-

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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**SIGA TECHNOLOGIES, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**13-3864870**  
(I.R.S. Employer  
Identification Number)

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**35 East 62<sup>nd</sup> Street**  
**New York, New York 10065**  
(Address of Principal Executive Offices)

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**SIGA TECHNOLOGIES, INC.**  
**2010 STOCK INCENTIVE PLAN**  
**(as amended and restated, effective February 2, 2012)**  
(Full Title of the Plan)

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**Daniel Luckshire**  
**SIGA Technologies, Inc.**  
**35 East 62<sup>nd</sup> Street**  
**New York, New York 10065**  
(Name and Address of Agent for Service)

**(212) 672-9100**  
(Telephone Number, Including Area Code,  
of Agent for Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☐ Accelerated filer ☒ Non-accelerated filer ☐ Smaller reporting company ☐  
(Do not check if smaller reporting company)

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# CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$0.0001 per share to be issued under the SIGA Technologies, Inc. 2010 Stock Incentive Plan	2,500,000	\$2.76 (2)	\$6,900,000	\$790.74

- (1) This registration statement (this "Registration Statement") is being filed with the Securities and Exchange Commission to register 2,500,000 shares of common stock, par value \$.0001 per share ("Common Stock") which may be issued under the SIGA Technologies, Inc. 2010 Stock Incentive Plan (as amended and restated, effective as of February 2, 2012). In accordance with Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement shall be deemed to cover any additional shares that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Estimated, solely for the purpose of calculating the registration fee, pursuant to Rules 457(c) and 457(h)(1) promulgated under the Securities Act, based on the average of the high and low sales prices for our Common Stock reported on the NASDAQ Global Market on August 2, 2012, which is within five (5) business days prior to the date of this Registration Statement.

#### **EXPLANATORY NOTE**

On June 4, 2010, by means of a registration statement on Form S-8, file number 333- 167329 (the “Earlier Registration Statement”), SIGA Technologies, Inc. registered 2,000,000 shares of our Common Stock for issuance under the SIGA Technologies, Inc. 2010 Stock Incentive Plan (the “Plan”). This Registration Statement registers an additional 2,500,000 shares of our common stock for issuance under the Plan. Pursuant to General Instruction E to Form S-8, the contents of the Earlier Registration Statement are hereby incorporated by reference into this Registration Statement.

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## 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 New York, state of New York, on this 6th day of August, 2012.

Siga Technologies, Inc.

By:

/s/ Eric A. Rose  
Eric A. Rose, M.D.  
Chief Executive Officer

## POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of SIGA Technologies, Inc., hereby severally constitute and appoint Eric A. Rose and Daniel Luckshire, our true and lawful attorneys-in-fact, with full power to him or her, to sign for us in our names in the capacities indicated below, all pre-effective and post-effective amendments to this registration statement and any other registration statement (and any amendment thereto) filed with the Securities and Exchange Commission with respect to the plan listed on the face of this registration statement and generally do all things in our names and on our behalf in such capacities to enable SIGA Technologies, Inc. to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons on August 6, 2012 in the capacities indicated.

Signature	Title
<u>/s/ Eric A. Rose</u> <b>Eric A. Rose, M.D.</b>	Chief Executive Officer and Chairman of the Board (Principal Executive Officer)
<u>/s/ Daniel J. Luckshire</u> <b>Daniel J. Luckshire</b>	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)
<u>*</u> <b>James J. Antal</b>	Director
<u>*</u> <b>William C. Bevins</b>	Director
<u>*</u> <b>Andrew Stern</b>	Director
<u>*</u> <b>Thomas E. Constance</b>	Director
<u>*</u> <b>Frances Fragos Townsend</b>	Director
<u>*</u> <b>Paul G. Savas</b>	Director
<u>*</u> <b>Michael Weiner, M.D.</b>	Director
<u>*</u> <b>Michael J. Bayer</b>	Director
<u>*</u> <b>Bruce Slovin</b>	Director
<u>*</u> <b>Joseph W. Marshall III</b>	Director

\* /s/ Eric A. Rose  
Eric A. Rose, M.D., by Power of Attorney

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## EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
4.1	Restated Certificate of Incorporation of the Company (incorporated by reference to the Form S-3 Registration Statement of the Company dated May 10, 2000 (No. 333-36682)).
4.2	Form of Certificate of Amendment of the Restated Certificate of Incorporation of the Company (incorporated by reference to the Proxy Statement on Schedule 14A of the Company dated June 15, 2007).
4.3	Amended and Restated Bylaws of the Company (incorporated by reference to the Annual Report on Form 10-K of the Company for the year ended December 31, 2008), as amended by the Amendment to the Bylaws of the Company (incorporated by reference to the Current Report on Form 8-K of the Company filed March 12, 2009).
4.4	Form of Common Stock Certificate (incorporated by reference to the Form SB-2 Registration Statement of the Company dated March 10, 1997 (No. 333-23037)).
4.5	SIGA Technologies, Inc. 2010 Stock Incentive Plan, as amended and restated effective February 2, 2012 (incorporated by reference to the Proxy Statement on Schedule 14A of the Company dated April 27, 2012).
5.1	Opinion of Kramer Levin Naftalis & Frankel LLP.
23.1	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.
23.2	Consent of Kramer Levin Naftalis & Frankel LLP (included in Exhibit 5.1 above).
24.1	Power of Attorney (contained in the Signature Page hereto).

**KRAMER LEVIN NAFTALIS & FRANKEL LLP**

August 3, 2012

SIGA Technologies, Inc.  
35 East 62<sup>nd</sup> Street  
New York, NY 10065

Re: SIGA Technologies, Inc. Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to SIGA Technologies, Inc., a Delaware corporation (the “Company”), in connection with the preparation and filing of a Registration Statement on Form S-8 (the “Registration Statement”) with the Securities and Exchange Commission (the “SEC”) with respect to the registration under the Securities Act of 1933, as amended (the “Securities Act”), of 2,500,000 shares (the “Shares”) of the Company’s common stock, par value \$0.0001 per share, which may be issued pursuant to the Company’s 2010 Stock Incentive Plan, as amended and restated (as the same may be further amended from time to time, the “Plan”).

In rendering this opinion, we have examined copies of the following documents (collectively, the “Transaction Documents”):

- A. the Registration Statement,
- B. the Plan,
- C. the Restated Certificate of Incorporation, as amended and Amended and Restated By-laws of the Company, as amended, and
- D. the resolutions of the Board of Directors of the Company relating to the approval of the Plan.

We have also reviewed such other documents and made such other investigations as we have deemed appropriate. As to various questions of fact material to this opinion, we have relied upon the representations and warranties of the Company contained in the Transaction Documents and upon the statements, representations and certificates of officers or representatives of the Company, public officials and others. We have not independently verified the facts so relied on.

Based on the foregoing, and subject to the qualifications, limitations and assumptions set forth herein, we are of the opinion that the Shares have been duly authorized and, upon the issuance thereof and payment therefor in accordance with the terms stated in the Plan or in the award agreements entered into pursuant thereto, will be validly issued, fully paid and non-assessable.

We express no opinion as to the laws of any jurisdiction other than the federal laws of the United States and the General Corporation Law of the State of Delaware.

We hereby consent to the use of this opinion as an exhibit to the Registration Statement. In giving the foregoing consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the SEC thereunder.

Very truly yours,

/s/ Kramer Levin Naftalis & Frankel LLP

**1177 Avenue of the Americas New York NY 10036-2714 Phone 212.715.9100 Fax 212.715.8000 [www.kramerlevin.com](http://www.kramerlevin.com)**

**also at 47 Avenue Hoche 75008 Paris France**

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 1, 2012 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in SIGA Technologies, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2011.

/s/ PricewaterhouseCoopers LLP  
New York, New York  
August 6, 2012