

EXHIBIT 8

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON SEPTEMBER 15, 1995

REGISTRATION NO. 33-61969

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

PRE-EFFECTIVE

AMENDMENT NO. 2

TO

FORM S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

PHARMACIA & UPJOHN, INC.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

<S> DELAWARE (STATE OR OTHER JURISDICTION OF INCORPORATION OR ORGANIZATION)	<C> 2834 (PRIMARY STANDARD INDUSTRIAL CLASSIFICATION CODE NUMBER)	<C> 98-0155411 (I.R.S. EMPLOYER IDENTIFICATION NUMBER)
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<S> FLEMING WAY CRAWLEY, SUSSEX RH10 2LZ ENGLAND (44-129) 353-1133 (ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING AREA CODE, OF REGISTRANT'S PRINCIPAL EXECUTIVE OFFICES)	<C> CORPORATION TRUST COMPANY 1209 ORANGE STREET WILMINGTON, DELAWARE 19801 (302) 658-7581 (NAME, ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING AREA CODE, OF AGENT FOR SERVICE)
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matters recommended that European Union members approve Genotropin for treatment of adults with growth-hormone deficiency. Following this, Pharmacia received approvals from authorities in Sweden, Denmark, Germany, France, the Netherlands and Italy for this indication. Pharmacia is the only company to date to have been granted regulatory approval for the adult growth hormone deficiency indication. A deficiency of growth hormone in adults may cause serious physical and mental disorders, including brittleness of bones, excessive fat and too little muscle, a higher incidence of cardiovascular disease and depression.

Genotropin is marketed by Pharmacia in Europe, Australia and southeast Asia, and through independent distributors in Japan and most other markets outside the United States and Canada, to a small, highly specialized group of pediatric and adult endocrinologists and selected pediatricians. Pharmacia estimates that it has over half of the market (in terms of sales) for human growth hormones outside the United States and Canada. Genotropin competes with a number of synthetic growth hormones. Pharmacia's principal competitors in the Peptide Hormone product area are Novo Nordisk A/S, Eli Lilly & Co. and Ares-Sereno A.S.

Pharmacia seeks to maintain Genotropin's market share for existing indications by providing customer service and product support through programs designed to aid endocrinologists and selected pediatricians in the diagnosis, treatment and monitoring of patients with the indicated condition. Pharmacia has established centers for growth and metabolic research and training based on close cooperation with clinics and universities in Sweden, the United Kingdom, Australia, Germany and France. Pharmacia also continues to develop new devices to simplify the administration of Genotropin, which requires children to have daily injections during the growth years. For example, Pharmacia has developed three injection devices, KabiPen, KabiQuick and KabiVial, incorporating a dual-chamber ampoule as a mixing device, which makes Genotropin easier to administer. These devices have been introduced in all of Pharmacia's major markets.

Pursuant to an agreement between Pharmacia and Genentech, Genentech has exclusive marketing rights for its comparable growth hormone product in the United States and Canada, while Pharmacia has exclusive marketing rights for Genotropin in the rest of the world. From November 1995, Pharmacia will be able to market its growth hormone products in the United States and Canada. During 1995 and 1996, Genentech will, in addition to its marketing rights in the United States and Canada, obtain on a country-by-country basis the right to market its growth hormone products worldwide. Pharmacia does not believe that the expiration of the exclusive marketing period will have a material negative impact on its sales of Genotropin.

Although Pharmacia has some process patents relating to Genotropin, in many jurisdictions an endogenous hormone cannot be patented and several competitors have developed recombinant growth hormone products, which are available in most markets.

The market for existing indications for Genotropin is expected to expand at a slower rate in the future because a high proportion of children afflicted by growth hormone insufficiency or Turner's syndrome already receive growth hormone treatment and certain of such children are discontinuing treatment as they reach adulthood. In addition, competition has increased. Pharmacia believes, however, that it can increase the size of the market for Genotropin through its use in new indications, such as treating adults with growth hormone deficiency.

Plasma Products. Pharmacia manufactures pharmaceuticals from blood plasma for use in three main areas: the treatment of hemophilia, immunology (primarily as protection against infection) and intensive care. Pharmacia's plasma products business area had sales of MSEK 503 in 1994. Pharmacia's principal plasma products market is Sweden, but other major markets include Germany and the Middle Eastern countries. Pharmacia's principal competition in plasma products is Rhone-Poulenc Rorer Inc.

Pharmacia's largest selling plasma product is ATenativ (Antithrombin in Sweden), which is used for preventing blood clots and treating coagulation disturbances. Other plasma products include Octonativ-M, a coagulation factor VIII product used for treating hemophilia A, and Albumin, which is used as a plasma expander in intensive care.

Antithrombosis. In the antithrombosis area, Pharmacia focuses on products for the prevention and treatment of thrombosis (blood clots) and acute myocardial infarction. Fragmin, Pharmacia's principal cardiovascular product, had 1994 sales of MSEK 763. Fragmin is a low molecular weight heparin