

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
Under
The Securities Act of 1933

Techne Corporation
(Exact Name of Registrant as Specified in its Charter)

Minnesota 41-1427402
(State or Other Juris- (I.R.S. Employer
diction of Incorporation Identification Number)
or Organization)

614 McKinley Place N.E.
Minneapolis, Minnesota 55413
(Address of Principal Executive Office and Zip Code)

1997 Incentive Stock Option Plan
1998 Nonqualified Stock Option Plan
(Full Title of the Plans)

Thomas E. Oland, President
Techne Corporation
614 McKinley Place N.E.
Minneapolis, Minnesota 55413
(612) 379-8854
(Name, Address and Telephone Number, Including Area Code,
of Agent for Service)

Copies to:
Melodie R. Rose
Fredrikson & Byron, P.A.
1100 International Centre
Minneapolis, Minnesota 55402

CALCULATION OF REGISTRATION FEE

<TABLE>
<CAPTION>

| Title of Securities to be Registered | Proposed Amount to be Registered(1) | Proposed Maximum Offering Price Per Share(2) | Maximum Aggregate Offering Price(2) | Amount of Registration Fee |
|---|---|---|---|-------------------------------|
| Options to Purchase Common Stock under the Plans | Indefinite | \$0.00 | \$0.00 | \$0.00 |
| Common Stock issuable upon exercise of options granted under the 1997 Plan | 1,000,000 shares | \$97.59375 | \$ 97,593,750 | \$25,765 |
| Common Stock issuable upon exercise of options granted under the 1998 Plan | 500,000 shares | \$97.59375 | \$ 48,796,875 | \$12,882 |

| Signature | Title | Date |
|---|---|------------------|
| ----- | ----- | ----- |
| /s/ Thomas E. Oland ----- Thomas E. Oland | Chairman, President, Chief Executive Officer and Treasurer (principal executive officer and principal financial and accounting officer) | November 9, 2000 |
| /s/ Roger C. Lucas ----- Roger C. Lucas, Ph.D. | Vice Chairman and Director | November 9, 2000 |
| /s/ Howard V. O'Connell ----- Howard V. O'Connell | Director | November 9, 2000 |
| /s/ G. Arthur Herbert ----- G. Arthur Herbert | Director | November 9, 2000 |
| /s/ Randolph C. Steer, M.D., Ph.D. ----- Randolph C. Steer, M.D., Ph.D. | Director | November 9, 2000 |
| /s/ Lowell E. Sears ----- Lowell E. Sears | Director | November 9, 2000 |
| /s/ Christopher S. Henney, D.Sc., Ph.D. ----- Christopher S. Henney, D.Sc., Ph.D. | Director | November 9, 2000 |
| /s/ Timothy M. Heaney ----- Timothy M. Heaney | Vice President and Director | November 9, 2000 |

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TECHNE CORPORATION

Form S-8 Registration Statement

EXHIBIT INDEX

| Exhibit Number | Exhibit Description |
|-------------------|---|
| ----- | ----- |
| 5 | Opinion and Consent of counsel re securities under the Plan |
| 23.1 | Consent of counsel (See Exhibit 5) |
| 23.2 | Consent of independent accountants |
| 24 | Power of attorney (See Signature Page) |

EXHIBIT 5

November 9, 2000

Techne Corporation
614 McKinley Place N.E.
Minneapolis, Minnesota 55413

Re: Registration Statement on Form S-8

Ladies/Gentlemen:

In connection with the original registration by Techne Corporation (the "Company") on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Act") of options and an aggregate of 1,500,000 shares (the "Shares") of Common Stock issuable pursuant to the Company's 1997 Incentive Stock Option Plan and 1998 Nonqualified Stock Option Plan (the "Plans"), and for the purpose of rendering this opinion, I have reviewed copies of the following:

1. The Company's Articles of Incorporation, as amended.
2. The Company's Bylaws, as amended.
3. Certain corporate resolutions adopted by the Board of Directors and shareholders of the Company pertaining to the adoption and approval of the Plans and the increase in the number of shares reserved for issuance thereunder.
4. The Plans.
5. The Registration Statement.

Based on, and subject to, the foregoing, it is my opinion as of this date that:

1. The Shares are validly authorized by the Company's Articles of Incorporation, as amended.
2. Upon issuance and delivery of the Shares against receipt by the Company of the consideration for the Shares pursuant to the terms of the Plans, the Shares will be validly issued, fully paid and nonassessable.

I hereby consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ Timothy M. Heaney
Vice President and General Counsel

EXHIBIT 23.2

INDEPENDENT AUDITORS' CONSENT

We hereby consent to the incorporation by reference in this Registration Statement of Techne Corporation on Form S-8 of our report dated August 15, 2000 (September 19, 2000 as to the sixth paragraph of Note F) appearing in the Annual Report on Form 10-K of Techne Corporation for the year ended June 30, 2000.

/s/ Deloitte & Touche LLP

Minneapolis, Minnesota
November 9, 2000