# 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)

41-1427402 Minnesota (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>

### Proposed

Proposed Maximum Maximum Title of Securities Amount to be Offering Price Aggregate Amount of Per Share(2) Offering Price(2) Registration Fee to be Registered Registered(1)

<C> <C> <C>

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 TOTAL: \$146,390,625 \$38,647

</TABLE>

- (1) In addition, pursuant to Rule 416 under the Securities Act of 1933, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan described herein and any additional securities which may become issuable pursuant to anti-dilution provisions of the plan.
- (2) Estimated pursuant to Rule 457(h) solely for the purpose of calculating the registration fee and based upon the average of the high and low prices of the Registrant's Common Stock on November 13, 2000.

The purpose of this Registration Statement is to register additional shares for issuance under the Registrant's 1997 Incentive Stock Option Plan and 1998 Nonqualified Stock Option Plan. The contents of the Registrant's Registration Statements on Form S-8, Reg. No. 333-37263 and Reg. No. 333-88885 are incorporated herein by reference.

#### **SIGNATURES**

The Registrant. 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 Minneapolis and State of Minnesota, on the 9th day of November, 2000.

TECHNE CORPORATION (the "Registrant")

By /s/ Thomas E. Oland
----Thomas E. Oland, President

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

### (Power of Attorney)

Each of the undersigned constitutes and appoints Thomas E. Oland and Timothy M. Heaney his true and lawful attorney-in-fact and agent, each acting alone, with full powers of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign the Form S-8 Registration Statement of Techne Corporation relating to the Company's 1997 Incentive Stock Option Plan and 1998 Nonqualified Stock Option Plan and any or all amendments or post-effective amendments to the Form S-8 Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, each acting alone, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying all that said attorneys-in-fact and agents, each acting alone, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

TECHNE CORPORATION

Timothy M. Heaney

Form S-8 Registration Statement

## EXHIBIT INDEX

Exhibit	
Numbe	er 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.
- 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.
- 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