

As filed with the Securities and Exchange Commission on February 13, 1998.

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  
-----

LECTEC CORPORATION  
(Exact name of registrant as specified in its charter)

Minnesota  
(State or other jurisdiction of  
incorporation or organization)

41-1301878  
(I.R.S. Employer Identification No.)

10701 Red Circle Drive  
Minnetonka, Minnesota 55343  
(Address of principal executive offices) (Zip code)

LECTEC CORPORATION 1989 STOCK OPTION PLAN  
(Full title of plan)  
-----

Mr. Rodney A. Young  
Chief Executive Officer  
10701 Red Circle Drive  
Minnetonka, Minnesota 55343  
(Name and address of agent for service)  
(612) 933-2291

Copy to:  
Timothy S. Hearn, Esq.  
Dorsey & Whitney LLP  
Pillsbury Center South  
220 South Sixth Street  
Minneapolis, Minnesota 55402  
(612) 340-7802

(Telephone number, including area code, of agent for service)  
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Approximate date of commencement of proposed sale to the public: from time to time after the effective date of this Registration Statement.

<TABLE>  
<CAPTION>

CALCULATION OF REGISTRATION FEE

Title of each class of Securities to be registered	Amount to be registered	Proposed Maximum Offering Price per Unit (1)	Proposed Maximum Aggregate Offering Price (1)	Amount of Registration Fee
<S> Common Stock (\$ .01 par value)	<C> 557,287	<C> \$4.81	<C> \$2,680,550.00	<C> \$791.00

</TABLE>

(1) Estimated as provided in Rule 457(c) solely for the purpose of calculating the registration fee and based upon the average of the high and low prices of the Common Stock as reported on the Nasdaq National Market on February 6, 1998.

*INFORMATION REQUIRED IN THE REGISTRATION STATEMENT*

*Item 3. Incorporation of Documents by Reference.*

The following documents, which have been filed by LecTec Corporation (the "Company") with the Securities and Exchange Commission, are incorporated by reference in this Registration Statement, as of their respective dates:

- (a) The Company's Annual Report on Form 10-K for the fiscal year ended June 30, 1997;
- (b) The Company's Quarterly Reports on Form 10-Q for the quarters ended September 30, 1997 and December 31, 1997; and
- (c) The description of the Company's Common Stock contained in the Company's Registration Statement on Form 8-A dated August 28, 1987 and any amendment or report filed to update such description filed subsequent to the date hereof and prior to the termination of the offering of the Common Stock offered hereby.

All documents filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, subsequent to the date hereof and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the respective dates of filing of such documents.

*Item 4. Description of Securities.*

Not applicable.

*Item 5. Interests of Named Experts and Counsel.*

Not applicable.

*Item 6. Indemnification of Directors and Officers.*

Section 302A.521, subd. 2, of the Minnesota Statutes requires the Company to indemnify a person made or threatened to be made a party to a proceeding by reason of the former or present official capacity of the person with respect to the Company, against judgments, penalties, fines, including, without limitation, excise taxes assessed against the person with respect to an employee benefit plan, settlements, and reasonable expenses, including attorneys' fees and disbursements, incurred by the person in connection with the proceeding with respect to the same acts or omissions if such person (1) has not been indemnified by another organization or employee benefit plan for the same judgments, penalties or fines; (2) acted in good faith; (3) received no improper personal benefit, and statutory procedure has been followed in the case of any conflict of interest by a director; (4) in the case of a criminal proceeding, had no reasonable cause to believe the conduct was unlawful; and (5) in the case of acts or omissions occurring in the person's performance in the official capacity of director or, for a person not a director, in the official capacity of officer, board committee member or employee, reasonably believed that the conduct was in the best interests of the Company, or, in the case of performance by a director, officer or employee of the Company involving service as a director, officer, partner, trustee, employee or agent of another organization or employee benefit plan, reasonably believed that the conduct was not opposed to the best interests of the Company. In addition, Section 302A.521, subd. 3, requires payment by the Company, upon written request, of reasonable expenses in advance of final

disposition of the proceeding in certain instances. A decision as to required indemnification is made by a disinterested majority of the Board of Directors present at a meeting at which a disinterest quorum is present, or by a designated committee of the Board, by special legal counsel, by the shareholders, or by a court.

LecTec's Bylaws provide that the Company's directors, officers,

committee members and other persons shall have the rights to indemnification provided by Section 302A.521 of the Minnesota Business Corporation Act.

The Company maintains a directors and officers insurance policy.

Item 7. Exemption From Registration Claimed.

Not applicable.

Item 8. Exhibits.

- 5.1 Opinion of Dorsey & Whitney LLP
- 23.1 Consent of Grant Thornton LLP
- 23.2 Consent of Dorsey & Whitney LLP (included in Exhibit 5 above)
- 24.1 Powers of Attorney

Item 9. Undertakings.

The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

- (a) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;
- (b) To reflect in the prospectus any facts or events arising after the effective date hereof (or the most recent post-effective amendment hereof) which, individually or in the aggregate, represent a fundamental change in the information set forth herein;
- (c) To include any material information with respect to the plan of distribution not previously disclosed herein or any material change to such information herein;

provided, however, that subparagraphs (a) and (b) above will not apply if the information required to be included in a post-effective amendment by those subparagraphs is contained in periodic reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act

and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or other controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe 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 Minnetonka, State of Minnesota, on this 13th day of February, 1998.

LecTec Corporation

By /s/ Rodney A. Young

-----  
Rodney A. Young, Chief Executive  
Officer, President and Chairman

Pursuant to the requirements of the Securities Act, this registration statement has been signed below by the following persons in the capacities indicated on February 13, 1998.

Signature	Title
----- /s/ Rodney A. Young ----- Rodney A. Young	-----  Chief Executive Officer, President and Chairman (Principal Executive Officer)
----- /s/ Deborah L. Moore ----- Deborah L. Moore	-----  Chief Financial Officer (Principal Financial and Accounting Officer)
----- Lee M. Berlin	----- Director
----- Alan C. Hymes, M.D.	----- Director
----- *	
----- Paul O. Johnson	----- Director
----- *	
----- Bert J. McKasy	----- Director
----- Marilyn K. Speedie	----- Director
----- *	
----- Donald C. Wegmiller	----- Director

\*By /s/ Rodney A. Young  
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EXHIBIT INDEX

*Exhibit*

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- 5.1            *Opinion of Dorsey & Whitney LLP*
- 23.1          *Consent of Grant Thornton LLP*
- 23.2          *Consent of Dorsey & Whitney LLP (included in Exhibit 5 above)*
- 24.1          *Powers of Attorney*

[DORSEY & WHITNEY LETTERHEAD]

LecTec Corporation  
10701 Red Circle Drive  
Minnetonka, Minnesota 55343

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to LecTec Corporation, a Minnesota corporation (the "Company"), in connection with a Registration Statement on Form S-8 relating to the sale by the Company, and the resale by recipients, from time to time of up to 557,287 shares of Common Stock, \$.01 par value, of the Company (the "Shares"), initially issuable as stock grants or upon the exercise of stock options granted pursuant to the Company's 1989 Stock Option Plan (the "Plan").

We have examined such documents and have reviewed such questions of law as we have considered necessary and appropriate for the purposes of the opinion set forth below.

In rendering our opinion set forth below, we have assumed the authenticity of all documents submitted to us as originals, the genuineness of all signatures and the conformity to authentic originals of all documents submitted to us as copies. As to questions of fact material to our opinions, we have relied upon certificates of officers of the Company and of public officials.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, upon issuance, delivery and payment therefor in accordance with the terms of the Plan, will be validly issued, fully paid and nonassessable.

Our opinion expressed above is limited to the laws of the State of Minnesota.

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

Dated: February 13, 1998

Very truly yours,

/s/ DORSEY & WHITNEY LLP

TSH

*Consent of Independent Certified Public Accountants*

*We have issued our report dated August 22, 1997 accompanying the consolidated financial statements of Lectec Corporation and Subsidiaries included in the Annual Report on Form 10-K for the year ended June 30, 1997 which is incorporated by reference in this Registration Statement. We consent to the incorporation by reference in the Registration Statement of the aforementioned report.*

*/s/GRANT THORNTON LLP*

*Minneapolis, Minnesota  
February 10, 1998*

Power of Attorney

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Rodney A. Young and Deborah L. Moore his or her true and lawful attorneys-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign a Registration Statement on Form S-8 with respect to shares of Common Stock of LecTec Corporation to be issued under the LecTec Corporation 1989 Stock Option Plan and any and all amendments thereto, including post-effective amendments, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission and any necessary state securities commissions or other agencies, granting unto said attorney-in-fact and agent, full power and authority to do and perform to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all the said attorneys-in-fact and agent, or the substitutes for such attorneys-in-fact and agent, duly lawfully do or cause to be done by virtue hereof.

Signature  
-----

Date  
-----

By  
-----  
Lee M. Berlin

By  
-----  
Alan C. Hymes, M.D.

By /s/Paul O. Johnson  
-----  
Paul O. Johnson

Dated: February 13, 1998

By /s/Bert J. McKasy  
-----  
Bert J. McKasy

Dated: February 13, 1998

By  
-----  
Marilyn K. Speedie

By /s/Donald C. Wegmiller  
-----  
Donald C. Wegmiller

Dated: February 13, 1998

By /s/Rodney A. Young  
-----  
Rodney A. Young

Dated: February 13, 1998