

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-8  
 REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933

BIOTIME, INC.  
 (Exact name of Registrant as specified in charter)

California  
 (State or other jurisdiction of  
 incorporation or organization)

94-3127919  
 (I.R.S. Employer  
 Identification Number)

935 Pardee Street, Berkeley, California 94710  
 (Address of principal executive offices) (Zip Code)

2002 Stock Option Plan  
 (Full title of the plan)

Judith Segall  
 Vice President  
 BioTime, Inc.  
 935 Pardee Street  
 Berkeley, California 94710  
 (Name and address of agent for service)

(510) 845-9535  
 (Telephone number, including area code, of agent for service)

Copies of all communications, including all communications sent to the agent for service, should be sent to:

RICHARD S. SOROKO, ESQ.  
 Lippenberger, Thompson, Welch, Soroko & Gilbert LLP  
 201 Tamal Vista Blvd.  
 Corte Madera, California 94925  
 Tel. (415) 927-5200

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Unit <sup>(1)</sup>	Proposed Maximum Aggregate Offering Price <sup>(1)</sup>	Amount of Registration Fee <sup>(1)</sup>
Options to Purchase Common Shares	1,000,000	--	--	--
Common Shares, no par value <sup>(2)</sup>	1,000,000	\$ 1.16	\$ 1,160,000	\$ 136.53
<b>Total Registration Fee</b>				<b>\$136.53</b>

(1) Determined pursuant to Rule 457(c) and (g), including the exercise prices of the various Warrants.

(2) Issuable upon the exercise of the Options. Pursuant to Rule 416, this Registration Statement also includes an indeterminate number of common shares that may be subject to issuance as a result of anti-dilution and other provisions of the Plan.

**Item 3. Incorporation of Documents by Reference.**

The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2003, Quarterly Reports on Form 10-Q for the periods ended March 31, 2004, June 30, 2004, and September 30, 2004, Current Report on Form 8-K filed on May 13, 2004, June 4, 2004, July 7, 2004, August 13, 2004, November 3, 2004, November 16, 2004, December 23, 2004, and December 30, 2004, and all other reports filed by BioTime pursuant to Sections 13(a), 13(c), 14, or 15(d) of the Securities Exchange Act of 1934, as amended, since the end of the fiscal year covered by such Form 10-K and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this registration statement and to be part thereof from the date of filing of such documents. A description of the common shares contained in a Registration Statement on Form 8-A filed under the Securities Exchange Act of 1934, as amended, is also incorporated into this registration statement by reference.

**Item 8. Exhibits.**

<u>Exhibit Numbers</u>	<u>Description</u>
4.1	Specimen of Common Share Certificate†
4.2	2002 Stock Option Plan††
4.3	Amendment to 2002 Stock Option Plan*
5.1	Opinion of Counsel*
23.1	Consent of BDO Seidman LLP*
23.1	Consent of Deloitte & Touche LLP*
23.3	Consent of Counsel (Included in Exhibit 5.1)

† Incorporated by reference to Registration Statement on Form S-1, File Number 33-44549 filed with the Securities and Exchange Commission on December 18, 1991, and Amendment No. 1 and Amendment No. 2 thereto filed with the Securities and Exchange Commission on February 6, 1992 and March 7, 1992, respectively.

†† Incorporated by reference to Registration Statement on Form S-8, File Number 333-101651 filed with the Securities and Exchange Commission on December 4, 2002.

\* Filed herewith.

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 Berkeley, State of California on February 14, 2005.

**BIOTIME, INC.**

By: /s/ Judith Segall

\_\_\_\_\_  
Judith Segall, Vice President\*

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

<u>/s/ Judith Segall</u>	<u>Vice President-Operations, Member Office of the President*,</u>	<u>February 14, 2005</u>
<u>JUDITH SEGALL</u>	<u>Secretary, and Director (Co-Principal Executive Officer)</u>	-
-	-	-
<u>/s/ Harold Waitz</u>	<u>Vice President, Member Office of the President*,</u>	<u>February 14, 2005</u>
<u>HAROLD WAITZ</u>	<u>and Director (Co-Principal Executive Officer)</u>	-
-	-	-
<u>/s/ Hal Sternberg</u>	<u>Vice President, Member Officer of the President*,</u>	<u>February 14, 2005</u>
<u>HAL STERNBERG</u>	<u>and Director (Co-Principal Executive Officer)</u>	-
-	-	-
<u>/s/ Steven Seinerberg</u>	<u>Chief Financial Officer</u>	<u>February 14, 2005</u>
<u>STEVEN SEINBERG</u>	<u>(Principal Financial and Accounting Officer)</u>	-
-	-	-
<u>/s/ Michael D. West</u>	<u>Director</u>	<u>February 14, 2005</u>
<u>MICHAEL D. WEST</u>	-	-
-	-	-
<u>/s/</u>	<u>Director</u>	<u>February __, 2005</u>
<u>KATHERINE GORDON</u>	-	-
-	-	-
<u>/s/</u>	<u>Director</u>	<u>February __, 2005</u>
<u>MILTON DRESNER</u>	-	-
-	-	-
<u>/s/</u>	<u>Director</u>	<u>February __, 2005</u>
<u>VALETA GREGG</u>	-	-

\* The Office of the President is composed of three executive officers of the registrant who collectively exercise the powers of the Chief Executive Officer.

## EXHIBIT INDEX

<u>Exhibit Numbers</u>	<u>Description</u>
4.1	Specimen of Common Share Certificate†
4.2	2002 Stock Option Plan††
4.3	Amendment to 2002 Stock Option Plan*
5.1	Opinion of Counsel*
23.1	Consent of BDO Seidman LLP*
23.1	Consent of Deloitte & Touche LLP*
23.3	Consent of Counsel (Included in Exhibit 5.1)

---

† Incorporated by reference to Registration Statement on Form S-1, File Number 33-44549 filed with the Securities and Exchange Commission on December 18, 1991, and Amendment No. 1 and Amendment No. 2 thereto filed with the Securities and Exchange Commission on February 6, 1992 and March 7, 1992, respectively.

†† Incorporated by reference to Registration Statement on Form S-8, File Number 333-101651 filed with the Securities and Exchange Commission on December 4, 2002.

\* Filed herewith.

AMENDMENT TO  
BIOTIME, INC.  
2002 STOCK OPTION PLAN

Effective December 10, 2004, Article I, Section 4 is amended to read as follows:

4. SHARES OF STOCK SUBJECT TO THE PLAN

The shares that may be issued under the Plan shall be authorized and unissued or reacquired common shares, no par value, of the Company (the "Shares"). The aggregate number of Shares which may be issued under the Plan shall not exceed 2,000,000, unless an adjustment is required in accordance with Article III.

---

LAW OFFICES  
**LIPPENBERGER, THOMPSON, WELCH, SOROKO & GILBERT LLP**  
201 TAMAL VISTA BLVD.  
CORTE MADERA, CA 94925  
(415) 927-5200

RICHARD S. SOROKO

FACSIMILE  
(415) 927-5210  
email: rsoroko@LTWS.com

SAN FRANCISCO OFFICE  
(415) 262-1200

February 9, 2005

Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington, D.C. 20549

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

Ladies/Gentlemen:

We are counsel to BioTime, Inc. (the "Company") in connection with the registration of 1,000,000 common shares, no par value, of the Company (the "Shares") and 1,000,000 options to purchase common shares, no par value, of the Company (the "Options") under the Securities Act of 1933, as amended, on Form S-8 (the "Registration Statement"). The Shares and Options are issuable under the Company's 2002 Stock Option Plan, as amended (the "Plan").

We are of the opinion that when the Shares are issued and sold pursuant to the Plan and upon the exercise of the Options, in accordance with the terms and provisions of the Options, the Shares will be legally and validly issued and outstanding, fully paid and nonassessable.

The foregoing opinion is limited to the laws of the State of California and the Federal laws of the United States of America.

We hereby consent to the use of our opinion in the Registration Statement.

Very truly yours,

Lippenberger, Thompson, Welch, Soroko & Gilbert LLP

---

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement Form S-8 of our report dated February 16, 2002 (March 26, 2004 as to the retroactive adjustment to basic and diluted net loss per share discussed in Note 2), relating to the financial statements of BioTime, Inc. for the year ended December 31, 2001, which report expresses an unqualified opinion and includes an explanatory paragraph related to the development state of the Company's operations, appearing in the Annual Report on Form 10-K of BioTime, Inc. for the year ended December 31, 2003.

Deloitte + Touche LLP

San Francisco, California  
February 9, 2005

---

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

BioTime, Inc.  
Berkeley, California

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 16, 2002 (March 26, 2004 as to the retroactive adjustment to basic and diluted net loss per share discussed in Note 2), relating to the financial statements of BioTime, Inc. for the year ended December 31, 2001, which report expresses an unqualified opinion and includes an explanatory paragraph related to the development stage of the Company's operations, appearing in the Annual Report on Form 10-K of BioTime, Inc. for the year ended December 31, 2003.

*BDO Seidman LLP*

BDO SEIDMAN, LLP  
San Francisco, California

February 9, 2005

---