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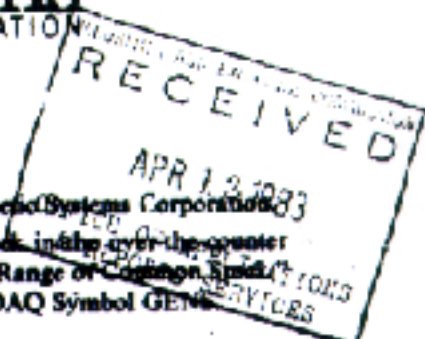
2,200,000 Shares

ORIGINAL
9-19-896

Genetic Systems

CORPORATION

Common Stock



All of the shares of Common Stock offered hereby are being sold by Genetic Systems Corporation. On April 6, 1983, the closing bid and asked prices for the Common Stock in the over-the-counter market as reported by NASDAQ were \$9 1/4 and \$10, respectively. See "Price Range of Common Stock." The Common Stock is traded in the over-the-counter market under the NASDAQ Symbol GEN.

THE SHARES OF COMMON STOCK OFFERED HEREBY INVOLVE A HIGH DEGREE OF RISK. SEE "RISK FACTORS."

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION, NOR HAS THE COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

	Price to Public	Underwriting Discount (1)	Proceeds to Company (2)
Per Share	\$9.875	\$0.62	\$9.255
Total (3)	\$21,725,000	\$1,364,000	\$20,361,000

- (1) Does not include reimbursement of certain Underwriters' expenses of up to \$150,000. See "Underwriting" for information relating to such reimbursement and to indemnification of the Underwriters.
- (2) Before deducting expenses of the offering payable by the Company, estimated at \$130,000.
- (3) The Company has granted the Underwriters a 30-day option to purchase on the same terms up to an additional 200,000 shares to cover overallocments, if any. If all such shares are purchased, the total Price to Public, Underwriting Discount and Proceeds to Company will be increased to \$23,700,000, \$1,488,000 and \$22,212,000, respectively. See "Underwriting."

The shares are offered, subject to prior sale, when, as and if delivered to and accepted by the Underwriters and subject to approval of certain legal matters by counsel and to certain other conditions. The Underwriters reserve the right to withdraw, cancel or modify such offer and to reject orders in whole or in part. It is expected that the shares will be ready for delivery in New York, New York on or about **April 14, 1983.**

Lynch White Weld Capital Markets Group
 Lynch, White, Weld & Partners, Inc. a subsidiary of

Allen & Company Incorporated

April 7, 1983

Scientific Advisory Board

The Company has a Scientific Advisory Board composed of seven scientists active in the fields of immunology and molecular biology. The Scientific Advisory Board meets formally three times a year and its members are available for consultations with the Company.

The Scientific Advisory Board reviews the feasibility of research and development programs under consideration, reviews the progress of on-going research and development programs and assists in the recruitment of new scientific staff for the Company. The Company compensates each member of its Scientific Advisory Board at the rate of \$3,000 per year. On January 7, 1981, the members of the Scientific Advisory Board (except Dr. Todaro, who joined the Board in 1983) acquired an aggregate of 600,000 shares of Common Stock by private purchase at \$0.01 per share. At the time Dr. Todaro joined the Scientific Advisory Board in 1983, the Company granted to him nonqualified options to purchase 50,000 shares of Common Stock at \$2.50 per share and agreed to pay him up to \$100,000 of deferred compensation over a period of approximately 14 years for this service to the Company.

Members of the Scientific Advisory Board (other than Dr. Todaro) are associated with institutions with which the Company may engage in collaborative research efforts. The members of the Scientific Advisory Board (other than Dr. Todaro) have no fiduciary duty to the Company and may, in their discretion, engage in activities which are competitive to those engaged in by the Company. The members of the Board are:

Dr. Norman Zinder.....	John D. Rockefeller, Jr. Professor, The Rockefeller University, New York, New York.
Dr. Matthew Scharff.....	Chairman of the Department of Cell Biology and Director of the Division of Biological Sciences, Albert Einstein College of Medicine, Bronx, New York.
Dr. King Holmes.....	Professor of Medicine, University of Washington, Seattle, Washington, and Head of the Division of Infectious Diseases at the Seattle Public Health Hospital, Seattle, Washington.
Dr. N. Avrona Mitchison.....	Jodrell Professor of Zoology and Comparative Anatomy, University College, London.
Dr. E. Donnell Thomas.....	Professor of Medicine and Head of the Division of Oncology, Department of Medicine, University of Washington, Seattle, Washington, and Head of the Clinical Oncology Program of the Fred Hutchinson Cancer Research Center, Seattle, Washington.
Dr. Robert Good.....	Professor of Pediatrics and Medicine, Oklahoma College of Medicine, Professor of Medicine and Pediatrics, Cornell University Medical College, New York, New York, and Adjunct Professor and Visiting Physician, The Rockefeller University, New York, New York.
Dr. George Todaro.....	Scientific Director of Oncogen, the cancer joint venture of the Company and Syntex Corporation. Former Chief of the Laboratory of Viral Carcinogenesis at the National Cancer Institute, National Institutes of Health, Bethesda, Maryland.

100,000 each

Remuneration

The following table sets forth the current remuneration paid or accrued as to each executive officer or Director of the Company whose aggregate direct remuneration exceeded \$50,000, and as to all officers and directors as a group, during the fiscal year ending December 31, 1982.

Individuals or Persons in Group	Capacities in which Serving	Salaries, Directors' Fees, and Bonuses	Securities, Insurance and Personal Benefits (1)
James Glavin.....	President, Chief Executive Officer and Director	\$ 81,000	\$21,921
Robert Nowinski, Ph.D.	Executive Vice President, Scientific Director and Director	111,664	—
Officers and Directors as a Group..... (12 persons including the above)		353,359	21,921

(1) Reimbursement of moving expenses and home carrying costs.