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HESKA CORP
 Form S-8
 February 04, 2002

As filed with the Securities and Exchange Commission on February 4, 2002.

Registration No. 333-_____

SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
 UNDER
 THE SECURITIES ACT OF 1933

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

Delaware	77-0192527
----- (State or other jurisdiction of incorporation or organization)	----- (I.R.S. Employer Identification No.)
1613 Prospect Parkway Fort Collins, CO	80525
----- (Address of Principal Executive Offices)	----- (Zip Code)

1997 STOCK INCENTIVE PLAN OF HESKA CORPORATION

 (Full title of the plan)

ROBERT B. GRIEVE
 Chairman and Chief Executive Officer
 Heska Corporation
 1613 Prospect Parkway Drive
 Fort Collins, CO 80525
 (970) 493-7272

 (Name, address and telephone number, including area code, of agent of service)

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share(2)	Proposed maximum aggregate offering price(1)	Amount of registration fee
-----	-----	-----	-----	-----
Common Stock	1,500,000	\$1.16	\$1,740,000	\$160.08

- (1) Calculated pursuant to General Instruction E on Form S-8.
 (2) Estimated solely for the purpose of calculating the registration fee on the basis of the average of the high and low prices as reported on the Nasdaq National Market on February 1, 2002.

The Registration Statement shall become effective upon filing in accordance with Rule 462 under the Securities Act of 1933

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INFORMATION REQUIRED PURSUANT TO GENERAL INSTRUCTION E TO FORM S-8

GENERAL INSTRUCTION E INFORMATION

This Registration Statement is being filed for the purpose of increasing the number of securities of the same class as other securities for which Registration Statements of the Registrant on Forms S-8 relating to the same employee benefit plan are effective.

The Registrant's Form S-8 Registration Statements filed with the Securities and Exchange Commission on August 21, 1997, File No. 333-34111, February 27, 1998, File No. 333-47124, February 11, 1999, File No. 333-72155, May 31, 2000, File No. 333-38138 and February 7, 2001, File No. 333-55112 are hereby incorporated by reference.

INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents filed by the Registrant with the Securities and Exchange Commission are incorporated by reference in this Registration Statement:

(1) The Registrant's latest Annual Report on Form 10-K (File No. 0-22427) for the fiscal year ended December 31, 2000 which contains the balance sheets of the Registrant as of December 31, 1999 and 2000 and the related statements of operations, stockholders' equity and cash flows for each of the three years in the period ended December 31, 1998, 1999 and 2000, together with the report thereon of Arthur Andersen LLP, independent public accountants.

(2) The Registrant's Definitive 14A Proxy Statement filed March 28, 2001.

(3) The Registrant's Quarterly Reports on Form 10-Q (File No. 0-22427) for the quarters ended March 31, 2001, June 30, 2001 and September 30, 2001.

(4) The description of the Registrant's common stock contained in the Registrant's Registration Statement on Form 8-A (File No. 0-22427), filed on April 24, 1997.

In addition, all documents subsequently filed by the Registrant pursuant to Section 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, 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 in this registration statement and to be a part hereof from the date of filing of such documents.

EXHIBITS

Exhibit Number	Exhibit
-----	-----
5.1	Opinion regarding legality of securities to be offered.
23.1	Consent of Independent Public Accountants.
23.2	Consent of Wilson Sonsini Goodrich & Rosati (included in Exhibit 5.1).

SIGNATURES

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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 Fort Collins, Colorado, on February 4, 2002

HESKA CORPORATION

By /s/Robert B. Grieve

Robert B. Grieve
Chairman and
Chief Executive Officer
(Principal Executive Officer)

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints, Robert B. Grieve, Ronald L. Hendrick and A. Lynn DeGeorge, and each of them his or her true and lawful attorneys-in-fact and agents, each 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 any and all amendments, including post-effective amendments, to this Registration Statement, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or his or her substitute or substitutes, may do or cause to be done by virtue hereof.

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

Name	Title	Date
/s/ Robert B. Grieve ----- Robert B. Grieve	Chairman and Chief Executive Officer (Principal Executive Officer) and Director	February 4, 2002
/s/ Ronald L. Hendrick ----- Ronald L. Hendrick	Chief Financial Officer (Principal Financial and Accounting Officer)	February 4, 2002
/s/ William A. Aylesworth ----- William A. Aylesworth	Director	February 4, 2002
/s/ A. Barr Dolan ----- A. Barr Dolan	Director	February 4, 2002
/s/ G. Irwin Gordon ----- G. Irwin Gordon	Director	February 4, 2002

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/s/ Lyle A. Hohnke Director February 4, 2002

Lyle A. Hohnke

s/ Lynnor B. Stevenson Director February 4, 2002

Lynnor B. Stevenson,
Ph.D.

/s/ John F. Sasen, Sr. Director February 4, 2002

John F. Sasen, Sr.

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