

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

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

ORASURE TECHNOLOGIES, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State of Incorporation
or Organization)

220 East First Street
Bethlehem, Pennsylvania
(Address of Principal Executive Offices)

36-4370966
(IRS Employer
Identification No.)

18015
(Zip Code)

ORASURE TECHNOLOGIES, INC. 2000 STOCK AWARD PLAN
(Full Title of the Plan)

Jack E. Jerrett
Senior Vice President, General Counsel and Secretary
OraSure Technologies, Inc.
220 East First Street
Bethlehem, Pennsylvania 18015
Telephone (610) 882-1820
(Name, Address, and Telephone Number of Agent for Service)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (3)	Proposed Maximum Aggregate Offering Price (3)	Amount of Registration Fee
Common Stock, par value \$.000001 per share and options and other rights related thereto (2)	3,000,000 shares (4)	\$5.86	\$17,580,000	\$2,227

- (1) Pursuant to Rule 416(c) under the Securities Act of 1933, this Registration Statement also covers such additional shares as may hereinafter be offered or issued to prevent dilution resulting from stock splits, stock dividends, recapitalization or certain other capital adjustments.
- (2) Includes rights to purchase OraSure Technologies, Inc. Series A Preferred Stock.
- (3) Estimated pursuant to paragraphs (c) and (h) of Rule 457 solely for purposes of calculating the registration fee, based upon the average of the high and low sales prices of the Common Stock as reported on The Nasdaq Stock Market on August 18, 2004.
- (4) Represents the additional shares of Common Stock subject to future grants under OraSure Technologies, Inc. 2000 Stock Award Plan.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

This Registration Statement is filed solely to reflect an increase of 3,000,000 shares of the Registrant's common stock, par value \$0.000001 per share, reserved for the Registrant's 2000 Stock Award Plan, as amended and restated (the "Plan"). Except as noted below, in accordance with General Instruction E to Form S-8, the contents of the Registration Statement No. 333-50340 filed on November 11, 2000, the Post Effective Amendments thereto filed on June 27, 2001 and February 14, 2002, and the Registration Statement No. 333-102235 filed December 27, 2002, are incorporated herein by reference.

Item 5. Interests of Named Experts and Counsel.

An opinion stating that the Common Stock registered hereunder, when sold and delivered in accordance with the provisions of the Plan and the terms of any applicable grant, will be validly issued, fully paid and nonassessable, has been rendered to the Company by Jack E. Jerrett, Senior Vice President and General Counsel of the Company. Mr. Jerrett holds options to purchase 165,000 shares of Common Stock under the Plan and is also eligible to receive future awards under the Plan.

Item 8. Exhibits.

The Index to Exhibits listing the exhibits required by Item 601 of Regulation S-K immediately follows the signature page of this Registration Statement.

SIGNATURES

The Registrant.

Pursuant to the requirements of the Securities Act of 1933, the Company 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 Bethlehem, Commonwealth of Pennsylvania, on this 20th day of August, 2004.

OraSure Technologies, Inc.
(Registrant)

By /s/ Ronald H. Spair

Ronald H. Spair
Executive Vice President and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated as of the 20th day of August, 2004.

Signature

Title

(1) Principal Executive Officer

/s/ Douglas A. Michels

Douglas A. Michels

President, Chief Executive Officer and Director

(2) Principal Financial Officer

/s/ Ronald H. Spair

Ronald H. Spair

Executive Vice President and Chief Financial Officer

(3) Principal Accounting Officer

/s/ Mark L. Kuna

Mark L. Kuna

Vice President and Controller

(4) The following members of the Board of Directors:

* CARTER H. ECKERT

Director

* FRANK G. HAUSMANN

Director

* RONNY B. LANCASTER

Director

* GREGORY B. LAWLESS

Director

* ROGER L. PRINGLE

Director

* DOUGLAS G. WATSON

Director

* By /s/ Ronald H. Spair

Ronald H. Spair
Attorney-in-fact

INDEX TO EXHIBITS

- 4.1 Specimen certificate representing shares of OraSure Technologies, Inc. \$.000001 par value Common Stock is incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-4 (No. 333-39210).
- 4.2 Rights Agreement, dated as of May 6, 2000, between OraSure Technologies, Inc. and ChaseMellon Shareholder Service, L.L.C. (now called Mellon Investor Services LLC), as Rights Agent, is incorporated by reference to Exhibit 4.2 to the Company's Registration Statement on Form S-4 (No. 333-39210).
- 5 Opinion of Jack E. Jerrett, Senior Vice President and General Counsel of OraSure Technologies, Inc.
- 23.1 Consent of KPMG LLP.
- 23.2 Consent of Jack E. Jerrett (included in Exhibit 5).
- 24 Power of Attorney.
- 99.1 OraSure Technologies, Inc. 2000 Stock Award Plan, as amended and restated effective as of May 18, 2004, is incorporated by reference to Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2004.

August 20, 2004

OraSure Technologies, Inc.
220 East First Street
Bethlehem, Pennsylvania 18015

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

Ladies and Gentlemen:

As Senior Vice President and General Counsel of OraSure Technologies, Inc., a Delaware corporation (the "Company"), I am familiar with the registration statement on Form S-8 ("Registration Statement") to be filed by the Company with the Securities and Exchange Commission for the purpose of registering under the Securities Act of 1933, as amended (the "Act"), 3,000,000 shares (the "Registered Shares") of the Company's common stock, \$.000001 par value ("Common Stock"), to be issued in connection with the Company's 2000 Stock Award Plan (the "Plan"), together with options and other rights related thereto.

I have examined and relied upon originals or copies, certified or otherwise authenticated to my satisfaction, of all corporate records, documents, agreements or other instruments of the Company, and have made such investigation of law, as I have deemed necessary or appropriate as a basis for this opinion.

I am admitted to the Bar of the Commonwealth of Pennsylvania, and I express no opinion as to the basis of any jurisdiction other than the Federal laws of the United States of America and the General Corporation Law of the State of Delaware.

Based upon and subject to the foregoing, it is my opinion that the Registered Shares, when sold and delivered by the Company upon exercise of options or pursuant to other rights duly granted under the Plan against payment for such shares to the extent and in the manner required by the Plan and the terms of any applicable grant, will be validly issued, fully paid and non-assessable.

I consent to the reference made to me and the use of this opinion in the Registration Statement and in any amendments thereof.

Very truly yours,

/s/ Jack E. Jerrett

Consent of Independent Registered Public Accounting Firm

The Board of Directors
OraSure Technologies, Inc.:

We consent to the use of our report dated January 29, 2004, except as to the second paragraph of Note 15, which is as of February 18, 2004, with respect to the balance sheets of OraSure Technologies, Inc. as of December 31, 2003 and 2002, and the related statements of operations, stockholders' equity and comprehensive loss, and cash flows for the years then ended, incorporated herein by reference.

/s/ KPMG LLP

Philadelphia, Pennsylvania

August 19, 2004

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Ronald H. Spair and Jack E. Jerrett, and each of them, his or her true and lawful attorneys-in-fact and agents, with full power of substitution, in any and all capacities, to sign a registration statement on Form S-8 to be filed by OraSure Technologies, Inc., relating to 3,000,000 shares of its common stock to be issued pursuant to the OraSure Technologies, Inc. 2000 Stock Award Plan, and any and all amendments (including post-effective amendments) to such registration statement, and to file the same, with exhibits, with the Securities and Exchange Commission. In addition, the undersigned grants unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act requisite and necessary to be done, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents may lawfully do or cause to be done.

IN WITNESS WHEREOF, this power of attorney has been signed by the following persons in the capacities indicated as of August 10, 2004.

<u>/s/ Douglas A. Michels</u> Douglas A. Michels	President, Chief Executive Officer and Director
<u>/s/ Carter H. Eckert</u> Carter H. Eckert	Director
<u>/s/ Frank G. Hausmann</u> Frank G. Hausmann	Director
<u>/s/ Ronny B. Lancaster</u> Ronny B. Lancaster	Director
<u>/s/ Gregory B. Lawless</u> Gregory B. Lawless	Director
<u>/s/ Roger L. Pringle</u> Roger L. Pringle	Director
<u>/s/ Douglas G. Watson</u> Douglas G. Watson	Director

ACKNOWLEDGMENT BY AGENT

I Ronald H. Spair, have read the above power of attorney, and I am the person identified as the attorney-in-fact and agent for the principals whose signatures appear above. I hereby acknowledge that in the absence of a specific provision to the contrary in the power of attorney or in the Pennsylvania Probate, Estates and Fiduciaries Code (20 Pa. C.S.), when I act as attorney-in-fact and agent:

I shall exercise the power for the benefit of the principals.

I shall keep the assets of the principals separate from my assets.

I shall exercise reasonable caution and prudence.

I shall keep a full and accurate record of all actions, receipts and disbursements on behalf of the principals.

*By /s/ Ronald H. Spair

Ronald H. Spair

August 10, 2004
(Attorney-in-fact)