

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

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

pSivida Corp.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

26-2774444
(I.R.S. Employer
Identification No.)

400 Pleasant Street
Watertown, MA 02472
(Address of Principal Executive Offices) (Zip Code)

pSivida Corp. 2008 Incentive Plan
(Full title of the plan)

Lori Freedman
pSivida Corp.
400 Pleasant Street
Watertown, MA 02472
(Name and address of agent for service)
(617) 926-5000
(Telephone number, including area code, of agent for service)

Please send copies of all communications to:

Mary E. Weber, Esq.
Ropes & Gray LLP
One International Place
Boston, MA 02110
617-951-7000
617-951-7050 (facsimile)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)(2)	Proposed maximum offering price per share (3)	Proposed maximum aggregate offering price (3)	Amount of registration fee
Common Stock, \$0.001 par value per share	7,000,000 shares	\$3.19	\$22,330,000	\$1,246.01

- (1) The amount to be registered represents (i) an additional 1,000,000 shares of pSivida Corp. common stock authorized for issuance under the pSivida Corp. 2008 Incentive Plan, as amended as of November 19, 2009 (the "Plan") and (ii) up to an additional 6,000,000 shares of pSivida Corp. common stock that have or may be added pursuant to the "evergreen" provision contained in the Plan. The "evergreen" provision provides that on the first day of each of pSivida Corp.'s fiscal years 2011 through 2018, inclusive, an additional number of shares equal to the least of (a) 750,000 shares of pSivida Corp. common stock, (b) 4% of the number of then outstanding shares of pSivida Corp. common stock and (c) any such lesser number as the compensation committee of pSivida Corp.'s board of directors determines will be added to the number of shares authorized for issuance under the Plan.
- (2) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended, this registration statement also covers such additional shares of pSivida Corp.'s common stock as may issued to prevent dilution from stock splits, stock dividends and similar transactions.
- (3) Pursuant to Rules 457(c) and 457(h)(1) under the Securities Act of 1933, as amended, the proposed maximum offering price per share and the proposed maximum aggregate offering price have been calculated solely for the purpose of determining the registration fee on the basis of the average high and low prices of pSivida Corp.'s common stock as reported by the NASDAQ Global Market on November 13, 2009.

EXPLANATORY NOTE

This Registration Statement registers an additional 7,000,000 shares of pSivida Corp. common stock, \$0.001 par value per share, to be offered under the pSivida Corp. 2008 Incentive Plan, as amended as of November 19, 2009. Pursuant to General Instruction E to Form S-8, the contents of pSivida Corp.'s currently effective Registration Statement on Form S-8 (No. 333-152146) are incorporated herein by reference.

EXHIBIT INDEX

<u>Number</u>	<u>Title of Exhibit</u>
3.1	The pSivida Corp. 2008 Incentive Plan, as amended, is incorporated herein by reference to pSivida Corp. 2008 Incentive Plan, as amended, filed with the definitive proxy statement on Schedule 14A on October 13, 2009.
5.1	Opinion of Ropes & Gray LLP.
23.1	Consent of Deloitte & Touche LLP.
23.2	Consent of Ropes & Gray LLP (included in the opinion filed as Exhibit 5.1).
24	Powers of Attorney (included on the signature page of this registration statement).

**ROPES
& GRAY** ROPES & GRAY LLP
ONE INTERNATIONAL PLACE
BOSTON, MA 02110-2624
WWW.ROPESGRAY.COM

November 19, 2009

pSivida Corp.
400 Pleasant Street
Watertown, MA 02472

Ladies and Gentlemen:

This opinion is furnished to you in connection with a registration statement on Form S-8 (the "Registration Statement"), filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended, for the registration of 7,000,000 shares of Common Stock, \$0.001 par value per share (the "Shares"), of pSivida Corp., a Delaware corporation (the "Company"). The Shares are issuable under the pSivida Corp. 2008 Incentive Plan, as amended (the "Plan").

We are familiar with the actions taken by the Company in connection with the authorization of the Shares issuable under the Plan. For purposes of our opinion, we have examined and relied upon such documents, records, certificates and other instruments as we have deemed necessary. The opinions expressed below are limited to the Delaware General Corporation Law, including the applicable provisions of the Delaware Constitution and the reported cases interpreting those laws.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized, and, when the Shares have been issued out of the Company's duly authorized Common Stock and sold in accordance with the terms of the Plan, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. Our consent shall not be deemed an admission that we are experts whose consent is required under Section 7 of the Securities Act of 1933, as amended.

It is understood that this opinion is to be used only in connection with the offer and sale of Shares while the Registration Statement is in effect.

Very truly yours,

/s/ Ropes & Gray LLP

Ropes & Gray LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated September 24, 2009, relating to the financial statements of pSivida Corp. (which report expresses an unqualified opinion and includes an explanatory paragraph relating to the adoption of FASB Interpretation No. 48, *Accounting for Uncertainty in Income Taxes – an interpretation of FASB Statement No. 109*, effective July 1, 2007) appearing in the Annual Report on Form 10-K of pSivida Corp. for the year ended June 30, 2009 and incorporated by reference in Registration Statement No. 333-152146.

/s/ Deloitte & Touche LLP

Boston, Massachusetts
November 19, 2009