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CRITICARE SYSTEMS INC /DE/  
 Form S-8  
 May 21, 2002

Registration No. \_\_\_\_\_

As filed with the Securities and Exchange Commission on May 20, 2002

FORM S-8

REGISTRATION STATEMENT  
 UNDER  
 THE SECURITIES ACT OF 1933

CRITICARE SYSTEMS, INC.  
 (Exact name of registrant as specified in its charter)

DELAWARE	74-2765381
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)

29025 Crossroads Circle	53186
Waukesha, Wisconsin	(ZIP Code)
(Address of principal executive offices)	

-----  
 CRITICARE SYSTEMS, INC.  
 1992 EMPLOYEE STOCK OPTION PLAN  
 (Full title of the plan)  
 -----

Copy to:	
EMIL H. SOIKA	BENJAMIN G. LOMBARD, ESQ.
President and Chief	Reinhart Boerner Van Deuren s.c.
Executive Officer	1000 North Water Street, Suite 2100
Criticare Systems, Inc.	Milwaukee, Wisconsin 53202
29025 Crossroads Circle	
Waukesha, Wisconsin 53186	
(Name and address of agent for service)	

262-798-8282  
 (Telephone number, including area code, of agent for service)

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 CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered -----	Amount to be Registered -----	Proposed Maximum Offering Price Per Share -----	Proposed Maximum Aggregate Offering Price (1) -----	Amount of Registration Fee -----
Common Stock, \$.04 par value	500,000 shares	\$5.28 (1) (2)	\$2,640,000	\$243

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- (1) For the purpose of computing the registration fee, Criticare Systems, Inc. (the "Registrant") has used \$5.28 as the average of the high and low prices of the Common Stock as reported on May 17, 2002 on the Nasdaq National Market for the offering price per share, in accordance with Rule 457(c) and (h).
- (2) The actual offering price will be determined in accordance with the terms of the Plan.

PART II - INFORMATION REQUIRED IN THE  
REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

This Registration Statement has been filed to register additional shares of the Registrant's common stock made available under the Criticare Systems, Inc. 1992 Employee Stock Option Plan by reason of an amendment thereto approved by the shareholders of the Registrant. Pursuant to General Instruction E to Form S-8, the contents of the Registrant's earlier Registration Statement on Form S-8 (Registration No. 33-33497) are incorporated by reference and made a part hereof.

Item 8. Exhibits.

- 4.1 Restated Certificate of Incorporation of the Registrant.
- 4.2 By-Laws of the Registrant.
- 4.3 Rights Agreement.
- 5 Opinion of Reinhart Boerner Van Deuren s.c. as to the legality of the stock being registered.
- 23.1 Consent of BDO Siedman, LLP.
- 23.3 Consent of Reinhart Boerner Van Deuren s.c. (included in Exhibit 5).
- 24 Power of Attorney (included on the signature page hereto).

2

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 Waukesha, State of Wisconsin, on May 7, 2002.

CRITICARE SYSTEMS, INC.  
(Registrant)

By /s/ Emil H. Soika

-----  
Emil H. Soika, President  
and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears

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below, constitutes and appoints Emil H. Soika and Michael J. Sallmann his or her true and lawful attorney-in-fact and agent, 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 all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting onto each said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or his or her substitute may lawfully 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 date indicated.

SIGNATURE	TITLE	DATE
/s/ Emil H. Soika ----- Emil H. Soika	President, Chief Executive Officer and Director (Principal Executive Officer)	May 7, 2002
/s/ Karsten Houm ----- Karsten Houm	Chairman of the Board and Director	May 7, 2002
/s/ Michael J. Sallmann ----- Michael J. Sallmann	Vice President-Finance and Secretary (Principal Financial Officer and Principal Accounting Officer)	May 7, 2002
/s/ Milton Datsopoulos ----- Milton Datsopoulos	Director	May 7, 2002
/s/ N.C. Joseph Lai ----- N.C. Joseph Lai	Director	May 13, 2002
/s/ Jeffrey T. Barnes ----- Jeffrey T. Barnes	Director	May 13, 2002
/s/ Higgins D. Bailey ----- Higgins D. Bailey	Director	May 9, 2002
/s/ Stephen K. Tannenbaum ----- Stephen K. Tannenbaum	Director	May 8, 2002

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(THE "REGISTRANT")  
(COMMISSION FILE NO. 000-16061)

EXHIBIT INDEX  
TO  
FORM S-8 REGISTRATION STATEMENT

EXHIBIT NUMBER	DESCRIPTION	INCORPORATED HEREIN BY REFERENCE TO	FILED HEREWITH
4.1	Restated Certificate of Incorporation of the Registrant	The Registrant's Registration Statement filed on Form S-1, registration number 33-13050	
4.2	By-Laws of the Registrant	The Registrant's Registration Statement filed on Form S-1, registration number 33-13050	
4.3	Rights Agreement	Registrant's Current Report on Form 8-K filed on April 18, 1997	
5	Opinion of Counsel.		X
23.1	Consent of BDO Siedman, LLP		X
23.3	Consent of Counsel		Contained in Opinion filed as Exhibit 5
24	Power of Attorney	Signature Page to Registration Statement	