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PC TEL INC  
Form S-8  
February 14, 2003

As filed with the Securities and Exchange Commission on February , 2003  
Registration No. 333-

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SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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FORM S-8  
REGISTRATION STATEMENT

UNDER  
THE SECURITIES ACT OF 1933

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PC-TEL, INC.

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

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DELAWARE

8725 W. HIGGINS ROAD  
CHICAGO, ILLINOIS 60631

77-0364943

(STATE OR OTHER JURISDICTION OF  
INCORPORATION OR ORGANIZATION)

(ADDRESS OF PRINCIPAL  
EXECUTIVE OFFICES)

(I.R.S. EMPLOYER  
IDENTIFICATION NUMBER)

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1997 STOCK OPTION PLAN  
1998 EMPLOYEE STOCK PURCHASE PLAN

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MARTIN SINGER  
CHAIRMAN OF THE BOARD AND CHIEF EXECUTIVE OFFICER  
PC-TEL, INC.  
8725 W. HIGGINS ROAD  
CHICAGO, IL 60631  
(773) 243-3000

(NAME, ADDRESS, AND TELEPHONE NUMBER, INCLUDING AREA CODE, OF AGENT FOR SERVICE)

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Copies to:  
DOUGLAS H. COLLOM, ESQ.  
WILSON SONSINI GOODRICH & ROSATI  
PROFESSIONAL CORPORATION  
650 PAGE MILL ROAD  
PALO ALTO, CA 94304-1050  
(650) 493-9300

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CALCULATION OF REGISTRATION FEE

TITLE OF SECURITIES TO BE REGISTERED	MAXIMUM AMOUNT TO BE REGISTERED (1)	PROPOSED MAXIMUM OFFERING PRICE PER SHARE	PR M AG OF
Common Stock (\$0.001 par value) to be issued under the 1997 Stock Option Plan.....	700,000	\$ 6.42 (2)	\$ 4,
Common Stock (\$0.001 par value) to be issued under the 1998 Employee Stock Purchase Plan.....	350,000	\$ 5.45 (3)	\$ 1,
Total.....	1,050,000		\$ 6,

- (1) For the sole purpose of calculating the registration fee, the number of shares to be registered under this Registration Statement has been broken down into two subtotals.
- (2) The exercise price of \$6.42 per share is estimated in accordance with Rule 457(h) under the Securities Act of 1933, as amended ("Securities Act"), solely for the purpose of computing the amount of the registration fee and is equal to the average of the high and low sales price of a share of PC-Tel, Inc. Common Stock as reported by the Nasdaq National Market on February 12, 2003.
- (3) The exercise price of \$5.45 per share is estimated in accordance with Rule 457(h) under the Securities Act solely for the purpose of computing the amount of the registration fee and is equal to 85% of \$6.42, the average of the high and low sales price of a share of PC-Tel, Inc. Common Stock as reported by the Nasdaq National Market on February 12, 2003.

With respect to the Shares hereby registered under the 1997 Stock Option Plan and the 1998 Employee Stock Purchase Plan, the Registrant's Registration Statement on Form S-8/S-3 as filed with the Commission on April 14, 2000 (File No. 333-34910), Registration Statement on Form S-8 as filed with the Commission on May 30, 2001 (File No. 333-61926), and Registration Statement on Form S-8 as filed with the Commission on February 4, 2002 (File No. 333-82120), collectively referred to as the "Prior Form S-8s", are incorporated herein by reference. Unless otherwise specified, capitalized terms herein shall have the meanings ascribed to them in the Prior Form S-8s.

The Company is registering 1,050,000 shares of its Common Stock under this Registration Statement, of which 700,000 shares are reserved for issuance under the Company's 1997 Stock Option Plan and 350,000 shares are reserved for issuance under the Company's 1998 Employee Stock Purchase Plan. Under the Prior Form S-8s, the Company previously registered 7,369,952 shares of its Common Stock for issuance under the 1997 Stock Option Plan and 1,831,208 shares of its Common Stock for issuance under the 1998 Employee Stock Purchase Plan.

\* \* \* \* \*

PART II

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## INFORMATION REQUIRED IN REGISTRATION STATEMENT

### Item 8. Exhibits.

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Exhibit No. -----	Description -----
5.1	Opinion of Wilson Sonsini Goodrich & Rosati, P.C.
10.3*	1997 Stock Option Plan, as amended through August 1999
10.5*	1998 Employee Stock Purchase Plan
23.1	With respect the consolidated financial statements of PC-Tel, Inc. incorporated into this registration statement by reference to our Annual Report on Form 10-K filed for the year ended December 31, 2001, the Company was unable to obtain the written consent of Arthur Andersen, LLP, as such is required by Section 7 of the Securities Act, and dispenses with this requirement pursuant to Rule 437(a) of the Securities Act.
23.2	Consent of Wilson Sonsini Goodrich and Rosati, P.C. (contained in Exhibit 5.1)
24.1	Power of Attorney (See page (II-3))

\* Incorporated by reference to the Company's Registration Statement on Form S-1 filed October 15, 1999 (No. 333-84707).

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### SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Chicago, State of Illinois, on this 13th day of February, 2003.

PC-TEL, INC.

By: /s/ MARTIN H. SINGER

-----  
Martin H. Singer  
Chairman of the Board and  
Chief Executive Officer

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POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Martin H. Singer and John Schoen and each one of them, acting individually and without the other, as his attorney-in-fact, each with full power of substitution, for him in any and all capacities, to sign any and all amendments to this Registration Statement on Form S-8, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof.

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

SIGNATURE -----	TITLE -----
/s/ MARTIN H. SINGER ----- Martin H. Singer	Chairman of the Board, Chief Executive Officer (Principal Executive Officer) and Director
/s/ JOHN SCHOEN ----- John Schoen	Chief Operating Officer and Chief Financial Officer (Principal Financial and Accounting Officer)
/s/ RICHARD C. ALBERDING ----- Richard C. Alberding	Director
/s/ RICHARD GITLIN ----- Richard Gitlin	Director
/s/ GIACOMO MARINI ----- Giacomo Marini	Director
/s/ BRIAN JACKMAN ----- Brian Jackman	Director
/s/ CARL A. THOMSEN ----- Carl A. Thomsen	Director

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/s/ JOHN SHEEHAN

Director

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John Sheehan

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