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PC TEL INC
Form S-8
July 09, 2003

As filed with the Securities and Exchange Commission on July 8, 2003
Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8
REGISTRATION STATEMENT

UNDER
THE SECURITIES ACT OF 1933

PC-TEL, INC.

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

| | | |
|--|---|---|
| DELAWARE | 8725 W. HIGGINS ROAD | 77-0364943 |
| (STATE OR OTHER JURISDICTION OF INCORPORATION OR ORGANIZATION) | CHICAGO, ILLINOIS 60631 (ADDRESS OF PRINCIPAL EXECUTIVE OFFICES) | (I.R.S. EMPLOYER IDENTIFICATION NUMBER) |

1998 DIRECTOR OPTION PLAN

MARTIN SINGER
CHAIRMAN OF THE BOARD AND CHIEF EXECUTIVE OFFICER
PCTEL, INC.

8725 W. HIGGINS ROAD
CHICAGO, IL 60631
(773) 243-3000

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

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

CALCULATION OF REGISTRATION FEE

| TITLE OF SECURITIES TO BE REGISTERED | MAXIMUM AMOUNT TO BE REGISTERED | PROPOSED MAXIMUM OFFERING PRICE PER SHARE | PR M AG OF |
|---|--|---|---------------------|
|---|--|---|---------------------|

Common Stock (\$0.001 par value)

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to be issued under the 1998 Director Option Plan... 200,000 \$11.38(1) \$2,2

(1) The exercise price of \$11.38 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 PCTEL, Inc. Common Stock as reported by the Nasdaq National Market on July 3, 2003.

With respect to the Shares hereby registered under the 1998 Director Option Plan, the Registrant's Registration Statement on Form S-8/S-3 as filed with the Commission on April 7, 2000 (File No. 333-34910), referred to as the "Prior Form S-8", is incorporated herein by reference. Unless otherwise specified, capitalized terms herein shall have the meanings ascribed to them in the Prior Form S-8.

The Company is registering 200,000 shares of its Common Stock under this Registration Statement, of which 200,000 shares are reserved for issuance under the Company's 1998 Director Option Plan. Under the Prior Form S-8, the Company previously registered 200,000 shares of its Common Stock for issuance under the 1998 Director Option Plan.

* * * * *

PART II

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 8. Exhibits.

| Exhibit No. | Description |
|-------------|---|
| 5.1 | Opinion of Wilson Sonsini Goodrich & Rosati, P.C. |
| 10.4 | 1998 Director Option Plan (as amended and restated through June 3, 2003) and forms of agreements thereunder |
| 23.1 | Consent of PricewaterhouseCoopers LLP |
| 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)) |

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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 8th day of July, 2003.

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PCTEL, 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 | J |
| /s/ JOHN SCHOEN ----- John Schoen | Chief Operating Officer and Chief Financial Officer (Principal Financial and Accounting Officer) | J |
| /s/ RICHARD C. ALBERDING ----- Richard C. Alberding | Director | J |
| /s/ RICHARD GITLIN ----- Richard Gitlin | Director | J |
| /s/ GIACOMO MARINI ----- Giacomo Marini | Director | J |
| /s/ BRIAN JACKMAN ----- Brian Jackman | Director | J |
| /s/ CARL A. THOMSEN | Director | J |

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Carl A. Thomsen

/s/ JOHN SHEEHAN

Director

John Sheehan

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