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PC TEL INC  
Form S-8  
February 09, 2004

As filed with the Securities and Exchange Commission on February 9, 2004  
Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM S-8  
REGISTRATION STATEMENT

UNDER  
THE SECURITIES ACT OF 1933

PCTEL, INC.

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

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

1997 STOCK OPTION PLAN  
1998 EMPLOYEE STOCK PURCHASE PLAN

MARTIN H. 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)

Copies to:  
DOUGLAS H. COLLOM, ESQ.  
MARK BAUDLER, 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<br>SECURITIES<br>TO BE<br>REGISTERED   | MAXIMUM<br>AMOUNT<br>TO BE<br>REGISTERED<br>(1) | PROPOSED<br>MAXIMUM<br>OFFERING<br>PRICE PER<br>SHARE |     |
|---|---|---|-----|
| Common Stock (\$0.001 par value)<br>to be issued under the 1997 Stock Option Plan .....               | 700,000   | \$ 10.75 (2)  | \$  |
| Common Stock (\$0.001 par value)<br>to be issued under the 1998 Employee Stock Purchase<br>Plan ..... | 350,000   | \$ 9.14 (3)   | \$  |
| Total .....   | 1,050,000                                       |   | \$1 |

- (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 \$10.75 per share is estimated in accordance with Rules 457(c) and (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 February 5, 2004.
- (3) The exercise price of \$9.14 per share is estimated in accordance with Rules 457(c) and (h) under the Securities Act solely for the purpose of computing the amount of the registration fee and is equal to 85% of \$10.75, 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 February 5, 2004.

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 17, 2000 (File No. 333-34910), Registration Statement on Form S-8 as filed with the Commission on May 30, 2001 (File No. 333-61926), Registration Statement on Form S-8 as filed with the Commission on February 4, 2002 (File No. 333-82120) and Registration Statement on Form S-8 as filed with the Commission on February 14, 2003 (File No. 333-103233), 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 8,069,952 shares of its Common Stock for issuance under the 1997 Stock Option Plan and 2,181,208 shares of its Common Stock for issuance under the 1998 Employee Stock Purchase Plan.

\* \* \* \* \*

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PART II

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 8. Exhibits.

| Exhibit No.<br>----- | Description<br>-----   |
|----------------------|--|
| 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                 | 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))  |

\* Incorporated by reference from the exhibits with the same exhibit number filed pursuant to the Company's Registration Statement on Form S-1 filed August 6, 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 9th day of February, 2004.

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

John Sheehan