

SECURITIES AND EXCHANGE COMMISSION

FORM S-8

Initial registration statement for securities to be offered to employees pursuant to employee benefit plans

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FILER

TELECOMMUNICATION SYSTEMS INC /FA/

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As filed with the Securities and Exchange Commission on August 3, 2001
Registration No. 333-_____

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

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

Maryland (State or other jurisdiction of Incorporation or organization)	52-1526369 (I.R.S. Employer Identification No.)
275 West Street Annapolis, Maryland (Address of principal executive offices)	21401 (Zip code)

TeleCommunication Systems, Inc.
Amended and Restated 1997 Stock Incentive Plan
(Full title of plan)

(Name, address and telephone number of agent for service)	(Copy to:)
Maurice B. Tosé President and Chief Executive Officer TeleCommunication Systems, Inc. 275 West Street Annapolis, Maryland 21401 (410) 263-7616	Wilbert H. Sirota, Esq. Wm. David Chalk, Esq. Piper Marbury Rudnick & Wolfe LLP 6225 Smith Avenue Baltimore, Maryland 21209-3600 (410) 580-3000

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount To be Registered	Proposed Maximum Offering Price Per Unit(3)	Proposed Maximum Aggregate Offering Price(3)	Amount of Registration Fee(3)
Class A Common Stock, \$0.01 par value	3,000,000(1)(2)	\$ 1.74	\$ 5,220,000	\$ 1,305

(1) An aggregate of 11,904,110 shares of Class A Common Stock may be offered or issued pursuant to the TeleCommunication Systems, Inc. Amended and Restated 1997 Stock Incentive Plan, 5,591,004 of which were

previously registered on Form S-8 (File No. 333-48026) and 3,000,000 of which are registered on this Form S-8. The remaining 3,313,106 shares were issued pursuant to option exercises occurring prior to the Company's first registration statement on Form S-8 (File No. 333-48026) and therefore are not registered.

(2) In addition, pursuant to Rule 416 under the Securities Act of 1933, as amended, this Registration Statement also covers an indeterminate number of shares of Class A Common Stock that may be offered or issued by reason of stock splits, stock dividends or similar transactions pursuant to the TeleCommunication Systems, Inc. Amended and Restated 1997 Stock Incentive Plan.

(3) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(c) and (h). The proposed maximum offering price per share, proposed maximum aggregate offering price and the amount of the registration fee are based on the average of the high and low prices of TeleCommunication Systems, Inc. Class A Common Stock as reported on the Nasdaq National Market on August 2, 2001 (i.e., \$1.74). Pursuant to General Instruction E of Form S-8, the registration fee is calculated with respect to the additional securities registered on this Form S-8 only.

-2-

INCORPORATION OF DOCUMENTS BY REFERENCE

INFORMATION REQUIRED ON THE SECTION 10(a) PROSPECTUS

In accordance with General Instruction E to Form S-8, the contents of the Registration Statement filed by TeleCommunication Systems, Inc. (the "Company" or the "Registrant") with the Securities and Exchange Commission (the "Commission") (File No. 333-48026), with respect to securities offered pursuant to the Company's Amended and Restated 1997 Stock Incentive Plan, are hereby incorporated by reference.

All documents filed by the Company pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or that deregisters all securities remaining unsold shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute part of this Registration Statement.

-3-

EXHIBITS

<u>EXHIBIT NUMBER</u>	<u>DESCRIPTION</u>
4.1	Amended and Restated Articles of Incorporation of the Company (incorporated by reference to the Company's Registration Statement on Form S-1, as amended (File No. 333-35522) declared effective by the Securities and Exchange Commission on August 7, 2000)

- 4.2 Amended and Restated Bylaws of the Company (incorporated by reference to the Company' s Registration Statement on Form S-1, as amended (File No. 333-35522) declared effective by the Securities and Exchange Commission on August 7, 2000)
- 4.3 TeleCommunication Systems, Inc. Amended and Restated 1997 Stock Incentive Plan (incorporated by reference to Appendix B to the Company' s Proxy Statement on Form DEF 14A (File No. 000-30821))
- 5.1 Opinion of Piper Marbury Rudnick & Wolfe LLP, counsel for the Registrant, regarding the legal validity of the shares of Class A Common Stock being registered for issuance under the Plan (filed herewith)
- 23.1 Consent of Counsel (contained in Exhibit 5.1)
- 23.2 Consent of Independent Auditors (filed herewith)
- 24.1 Power of Attorney (filed herewith)

-4-

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 Annapolis, State of Maryland, on the 3rd day of August, 2001.

TELECOMMUNICATION SYSTEMS, INC.

By: /s/ Maurice B. Tosé

Maurice B. Tosé
Chief Executive Officer, President
and Chairman of the Board

Pursuant to the requirements of the Securities Act of 1933, this Form S-8 Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Maurice B. Tosé</u> Maurice B. Tosé	Chief Executive Officer, President and Chairman of the Board (Principal Executive Officer)	August 3, 2001
<u>/s/ Thomas M. Brandt, Jr.</u> Thomas M. Brandt, Jr.	Chief Financial Officer and Senior Vice President (Principal Financial and Accounting Officer)	August 3, 2001

A majority of the Board of Directors (Maurice B. Tosé, Clyde A. Heintzelman, Andrew C. Barrett, Richard A. Kozak, Weldon H. Latham, Byron F. Marchant and Daniel Tseung).

Date: August 3, 2001 By: /s/ Thomas M. Brandt, Jr.
Thomas M. Brandt, Jr.
Attorney-In-Fact

-5-

EXHIBIT INDEX

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4.2	Amended and Restated Bylaws of the Company (incorporated by reference to the Company' s Registration Statement on Form S-1, as amended (File No. 333-35522) declared effective by the Securities and Exchange Commission on August 7, 2000)
4.3	TeleCommunication Systems, Inc. Amended and Restated 1997 Stock Incentive Plan (incorporated by reference to Appendix B to the Company' s Proxy Statement on Form DEF 14A (File No. 000-30821))
5.1	Opinion of Piper Marbury Rudnick & Wolfe LLP, counsel for the Registrant, regarding the legal validity of the shares of Class A Common Stock being registered for issuance under the Plan (filed herewith)
23.1	Consent of Counsel (contained in Exhibit 5.1)
23.2	Consent of Independent Auditors (filed herewith)
24.1	Power of Attorney (filed herewith)

EXHIBIT 5.1



6225 Smith Avenue
Baltimore, Maryland 21209517
www.piperrudnick.com

PHONE (410) 580-3000
FAX (410) 580-3001

August 3, 2001

TeleCommunication Systems, Inc.
275 West Street
Annapolis, Maryland 21401

Ladies and Gentlemen:

We have acted as counsel to TeleCommunication Systems, Inc., a Maryland corporation (the "Company"), in connection with the preparation and filing with the Securities and Exchange Commission of a registration statement on Form S-8 (the "Registration Statement") registering 3,000,000 shares of Class A Common Stock, par value \$0.01 per share, of the Company (the "Shares") issuable pursuant to the exercise of stock options and other awards previously made or available to be made in the future under the TeleCommunication Systems, Inc. Amended and Restated 1997 Stock Incentive Plan (the "Plan").

We have examined copies of the Company's Amended and Restated Articles of Incorporation, Amended and Restated By-Laws, the Plan, all resolutions adopted by the Company's Board of Directors relating to the Registration Statement and the Shares and other records and documents that we have deemed necessary for the purpose of this opinion. In our examination, we have assumed the genuineness of all signatures and the conformity to original documents of all copies submitted to us. As to various questions of fact material to this opinion, we have relied on statements and certificates of officers and representatives of the Company and others.

Based on the foregoing, we are of the opinion that the Shares issuable under the Plan have been duly authorized and will be (when issued, sold and delivered as authorized) validly issued, fully paid and non-assessable.

The opinion set forth herein is limited to matters governed by the laws of the State of Maryland and the Federal laws of the United States of America, and we express no opinion as to any other laws.

We hereby consent to the filing of the opinion as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Commission thereunder.

Very truly yours,

EXHIBIT 23.2

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement (Form S-8 No. 333-_____) pertaining to the TeleCommunication Systems, Inc. Amended and Restated 1997 Stock Incentive Plan, of our report, dated February 9, 2001, with respect to the financial statements of TeleCommunication Systems, Inc. included in its Annual Report (Form 10-K, File No. 000-30821) for the year ended December 31, 2000 filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Baltimore, Maryland
July 30, 2001

EXHIBIT 24.1

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that the undersigned Officers and Directors of TeleCommunication Systems, Inc., a Maryland corporation (the "Corporation"), hereby constitute and appoint Maurice B. Tosé and Thomas M. Brandt, Jr. and each of them, the true and lawful agents and attorneys-in-fact of the undersigned with full power and authority in said agents and attorneys-in-fact, and in either or both of them, to sign for the undersigned and in their respective names as Officers and as Directors of the Corporation, a Registration Statement on Form S-8 (or other appropriate form) (the "Registration Statement") relating to the proposed issuance of Class A Common Stock, par value \$0.01, of the Corporation and other securities pursuant to the exercise of stock options granted under the Corporation's Amended and Restated 1997 Stock Incentive Plan (or any and all amendments, including post-effective amendments, to such Registration Statement) and file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, and with full power of substitution, 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, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Maurice B. Tosé</u> Maurice B. Tosé	Chairman of the Board of Directors, Chief Executive Officer and President	August 3, 2001
<u>/s/ Thomas M. Brandt, Jr.</u> Thomas M. Brandt, Jr.	Chief Financial Officer and Senior Vice President	August 3, 2001
<u>/s/ Clyde A. Heintzelman</u> Clyde A. Heintzelman	Director	August 3, 2001
<u>/s/ Andrew C. Barrett</u> Andrew C. Barrett	Director	August 3, 2001
<u>/s/ Richard A. Kozak</u> Richard A. Kozak	Director	August 3, 2001
_____ Weldon H. Latham	Director	_____, 2001
<u>/s/ Byron F. Marchant</u> Byron F. Marchant	Director	August 3, 2001
<u>/s/ Daniel Tseung</u> Daniel Tseung	Director	August 3, 2001