

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

GANDALF TECHNOLOGIES INC

CIK: **355876** | IRS No.: **132991700** | State of Incorpor.: **A6** | Fiscal Year End: **0331**
Type: **S-8** | Act: **33** | File No.: **033-55221** | Film No.: **94545932**
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Business Address
130 COLONNADE RD S
ZIP K2E 7M4
NEPEAN ONTARIO CANAD A6
6137236500

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
Under
the Securities Act of 1933

Commission File Number: 0-12643

GANDALF TECHNOLOGIES INC.
(Exact name of issuer as specified in its charter)

ONTARIO, CANADA
(State or other jurisdiction
of incorporation or organization)

Not Applicable
(I.R.S. Employer
Identification No.)

130 Colonnade Road South
Nepean, Ontario
Canada K2E 7M4
(Address of principal Executive Offices)

1993 EMPLOYEE STOCK PURCHASE PLAN

STOCK OPTION PLAN FOR
EXECUTIVES AND DIRECTORS
(Full title of Plans)

THOMAS A. VASSILIADES
Gandalf Technologies Inc.
130 Colonnade Road South
Nepean, Ontario
Canada K2E 7M4
(613) 723-6500
(Name, address and telephone number,
including area code, of agent for service)

Copy to:
ALBERT F. LILLEY, ESQ.
Milbank, Tweed, Hadley & McCloy
1 Chase Manhattan Plaza
New York, New York 10005
(212) 530-5000

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered Offering price per share*	Proposed Maximum Aggregate Offering Price	Proposed Maximum Fee	Amount of Registration
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Common Shares	160,000	US \$3.199	US \$511,856	US \$176.502
(No par value)	285,000	US \$1.342	US \$382,470	US \$131.886
	125,000	US \$1.080	US \$135,000	US \$ 46.551
	300,000	US \$0.907	US \$272,100	US \$ 93.827
	10,000	US \$0.631	US \$ 6,310	US \$ 2.176
	674,000	US \$0.648	US \$436,752	US \$150.604
	281,000	US \$0.90	US \$252,900	US \$ 87.207
US TOTAL	1,538,000		US \$688.75	

* Pursuant to rule 457(h) of the Commission under the Securities Act of 1933, the amount of registratin fee was based on the exercise price for the options already granted, and on the average of high and low prices as reported on the NASDAQ National Market System on August 22, for the remaining shares.

This Registration Statement registers (1) an additional 100,000 Common Shares with respect to the 1993 Employee Stock Purchase Plan (for a total registered amount of 200,000 Common Shares with respect to such Stock Purchase Plan) and (2) an additional 1,438,000 Common Shares with respect to the Stock Option Plan for Executives and Directors (for a total registered amount of 2,038,000 Common Shares with respect to such Stock Option Plan).

The Form S-8 Registration Statement (No. 33-50017) under the Securities Act of 1933, as amended, of Gandalf Technologies Inc. with respect to the 1993 Employee Stock Purchase Plan and the Stock Option Plan for Executives and Directors is incorporated by reference in this Amendment.

Exhibits

5. Opinion of Goldberg, Shinder, Gardner & Kronick as to the legality of the Common Shares being registered and to be issued by the Company.

23.1 Consent of Peat Marwick Thorne.

23.2 The consent of Goldberg, Shinder, Gardner & Kronick is

contained in their opinion filed as Exhibit 5 of this Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Company 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 Nepean, Province of Ontario, Canada on this 11th day of August, 1994.

GANDALF TECHNOLOGIES INC.

By: s/THOMAS A. VASSILIADES

Thomas A. Vassiliades
President

POWER OF ATTORNEY

Pursuant to the requirements of the Securities Act 1933, this Registration Statement has been signed by the following persons in the capacity and on the dates indicated. Each person whose signature appears below hereby constitutes and appoints Thomas A. Vassiliades and Walter R. MacDonald, jointly and severally, his attorney-in-fact, each with full power of substitution, to file one or more amendments (including post-effective amendments) to this Registration Statement as such attorney-in-fact deems appropriate, and to execute in the name and on behalf of each such person, individually and in each capacity stated below, any amendments to the Registration Statement. Each person whose signature appears below hereby ratifies and confirms all that each of the said attorneys-in-fact, or such person's substitute or substitutes, may do or cause to be done by virtue hereof.

Signature	Title	Date
s/DESMOND CUNNINGHAM		August 11
_____ Desmond Cunningham	Director and Chairman	_____, 1994
s/ALEXANDER CURRAN		August 11
_____ Alexander Curran	Director	_____, 1994
s/CHARLES J. GARDNER		August 11
_____ Charles J. Gardner, Q.C.	Director	_____, 1994
s/DONALD M. GLEKLEN		August 11
_____ Donald M. Gleklen	Director	_____, 1994

s/ROBERT E. KEITH

August 11

Robert E. Keith

Director

_____, 1994

s/A.GRAHAM SADLER

August 11

A.Graham Sadler

Director

_____, 1994

s/WALTER R. MACDONALD

August 11

Walter R. MacDonald

Vice President, Finance
(Principal Finance
and Accounting Officer)

_____, 1994

s/THOMAS A. VASSILIADES

August 11

Thomas A. Vassiliades

Director, President, _____, 1994
and Chief Executive
Officer (Principal
Executive Officer)
and Authorized
Representative in
the United States

August 22, 1994

Gandalf Technologies Inc.
130 Colonnade Road South
Nepean, Ontario
K2E 7M4

Dear Sirs:

RE: Registration Statement on Form S-8
of Gandalf Technologies Inc. (the "Company")

We have examined the Registration Statement on Form S-8, relating to the 1993 Employee Stock Purchase Plan and the Stock Option Plan for Executives and Directors (the "Plans") to be filed by the Company with the Securities and Exchange Commission on or about August 22, 1994 (the "Registration Statement"), in connection with the registration under the Securities Act of 1933, as amended, of an additional 1,538,000 Common Shares of the Company (for a total number of 2,238,000 registered Common Shares with respect to such Plans). We have examined such corporate records, agreements and other instruments and documents as I have deemed necessary as a basis for the opinion hereinafter expressed.

Based upon the foregoing and having regard to legal considerations which we deemed relevant, we are of the opinion that up to 2,238,000 Common Shares, without nominal or par value, of the Company to which the above-mentioned Registration Statement (and a prior registration statement) relates, and which will be issued by the Company, are duly authorized and, when issued by the Company in accordance with the terms of the Plans, will be legally issued, fully paid and non-assessable.

We consent to the use of this opinion as an exhibit to the Registration Statement, and further consent to the use of my name wherever appearing in the Registration Statement and any amendment thereto, and the Prospectus relating thereto.

Yours very truly,

S/CHARLES J. GARDNER
Goldberg, Shinder, Gardner & Kronick

We consent to the incorporation by reference in the Registration Statement of Gandalf Technologies Inc. on Form S-8 and related prospectuses for the registration of an additional 1,538,000 of its Common Shares of our report dated May 27, 1994, with respect to the consolidated financial statements of Gandalf Technologies Inc. which are included in its Annual Report on Form 10-K for the year ended March 31, 1994.

s/KPMG PEAT MARWICK THORNE

KPMG PEAT MARWICK THORNE

Ottawa, Canada
August 23, 1994