

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

Bridgepoint Education Inc

CIK: [1305323](#) | IRS No.: [593551629](#) | State of Incorporation: **DE** | Fiscal Year End: **1231**
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SIC: **8200** Educational services

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Bridgepoint Education, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

59-3551629

(IRS Employer Identification No.)

**13500 Evening Creek Drive North, Suite 600
San Diego, California**

(Address of principal executive offices)

92128

(Zip Code)

Bridgepoint Education, Inc. 2009 Stock Incentive Plan (as amended and restated March 31, 2009)

(Full title of the plans)

Andrew S. Clark

CEO and President

Bridgepoint Education, Inc.

13500 Evening Creek Drive North, Suite 600

San Diego, California, 92128

(Name and Address of Agent For Service)

(858) 668-2586

(Telephone number, including area code, of agent for service)

Copy to:

Martin J. Waters, Esq.

Wilson Sonsini Goodrich & Rosati, PC

12235 El Camino Real, Suite 200

San Diego, CA 92130-3002

Telephone: (858) 350-2300

Facsimile: (858) 350-2399

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer
(Do not check if a smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$0.01 per share: To be issued under the Bridgepoint Education, Inc. 2009 Stock Incentive Plan	1,081,981 shares	\$ 10.485 (2)	\$ 11,344,570.79	\$ 1,547.40

- In accordance with Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement shall cover any additional securities that may from time to time be offered or issued under the adjustment provisions of the employee benefit plan to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- Estimated solely for the purpose of calculating the registration fee in accordance with Rules 457(c) and (h) promulgated under the Securities Act, based upon the average of the high and low prices of the registrant's common stock as reported on the New York Stock Exchange on January 2, 2013.



**REGISTRATION OF ADDITIONAL SECURITIES
PURSUANT TO GENERAL INSTRUCTION E**

This registration statement registers 1,081,981 additional shares of our common stock that may be issued pursuant to the Bridgepoint Education, Inc. 2009 Stock Incentive Plan (as amended and restated March 31, 2009), commencing January 1, 2013.

In accordance with General Instruction E to Form S-8, the contents of the previous Registration Statement on Form S-8 (File No. 333-159220) filed by us with the Securities and Exchange Commission (“SEC”) on May 13, 2009, are incorporated by reference into this registration statement. In addition, the following documents filed with the SEC are hereby incorporated by reference into this registration statement:

- (a) Annual Report on Form 10-K filed on March 7, 2012;
- (b) Quarterly Reports on Form 10-Q filed on May 1, 2012, August 7, 2012, and November 5, 2012;
- (c) Current Reports on Form 8-K filed on April 4, 2012, April 17, 2012, May 18, 2012, July 9, 2012, July 13, 2012, July 27, 2012, July 31, 2012, August 15, 2012, September 24, 2012, September 28, 2012, October 15, 2012 and December 31, 2012; and
- (d) The description of our common stock which is contained in the registration statement on Form 8-A filed on March 30, 2009.

In addition, all documents subsequently filed by us pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this registration statement from the date of filing of 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 the purposes of this registration statement to the extent that a statement contained herein or in any other subsequently filed document which also is or deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

PART II

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 8. Exhibits.

See Index to Exhibits.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 San Diego, State of California, on January 9, 2013.

BRIDGEPOINT EDUCATION, INC.

By: /s/ ANDREW S. CLARK

Name: Andrew S. Clark

Title: CEO and President

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>Name and Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ ANDREW S. CLARK</u> Andrew S. Clark	CEO (Principal Executive Officer and President and a Director)	January 9, 2013
<u>/s/ DANIEL J. DEVINE</u> Daniel J. Devine	Executive Vice President/Chief Financial Officer (Principal Financial Officer)	January 9, 2013
<u>/s/ BRANDON J. POPE</u> Brandon J. Pope	Vice President, Chief Accounting Officer and Corporate Controller (Principal Accounting Officer)	January 9, 2013

Directors:

Ryan Craig

Dale Crandall

Marye Anne Fox

Patrick T. Hackett

Robert Hartman

Andrew M. Miller

Adarsh Sarma

By: /s/ ANDREW S. CLARK

January 9, 2013

Andrew S. Clark

Attorney-In-Fact

INDEX TO EXHIBITS

Exhibit	Description of Document
4.1	Fifth Amended and Restated Certificate of Incorporation of Bridgepoint Education, Inc. (incorporated herein by reference to Exhibit 3.1 to the registrant's Form 10-Q filed with the SEC on May 21, 2009).
4.2	Second Amended and Restated Bylaws of Bridgepoint Education, Inc. (incorporated herein by reference to Exhibit 3.4 to the registrant's Registration Statement on Form S-1, File No. 333-156408, initially filed with the SEC on December 22, 2008).
5.1	Opinion of Wilson Sonsini Goodrich & Rosati, PC.
23.1	Consent of PricewaterhouseCoopers LLP, an Independent Registered Public Accounting Firm.
23.2	Consent of Wilson Sonsini Goodrich & Rosati, PC (included in Exhibit 5.1).
24.1	Power of Attorney — Bridgepoint Education, Inc. Directors
99.1	Bridgepoint Education, Inc. 2009 Stock Incentive Plan (as amended and restated March 31, 2009) (incorporated herein by reference to Exhibit 10.5 to the registrant's Registration Statement on Form S-1, File No. 333-156408, initially filed with the SEC on December 22, 2008).
99.2	Form of Nonstatutory Stock Option Agreement for Executives and Senior Management for the 2009 Stock Incentive Plan (incorporated herein by reference to Exhibit 99.4 to the registrant's Registration Statement on Form S-8, File No. 333-159220, filed with the SEC on May 13, 2009).
99.3	Form of Incentive Stock Option Agreement for Executives and Senior Management for the 2009 Stock Incentive Plan (incorporated herein by reference to Exhibit 99.5 to the registrant's Registration Statement on Form S-8, File No. 333-159220, filed with the SEC on May 13, 2009).
99.4	Form of Restricted Stock Unit Award Agreement (Deferred Settlement) for the 2009 Stock Incentive Plan (incorporated by reference to Exhibit 99.1 to the Form 8-K filed June 27, 2011).
99.5	Form of Restricted Stock Unit Award Agreement (General) for the 2009 Stock Incentive Plan (incorporated by reference to Exhibit 99.2 to the Form 8-K filed June 27, 2011).

January 9, 2013

Bridgepoint Education, Inc.
13500 Evening Creek Drive North, Suite 600
San Diego, California, 92128

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 (the "Registration Statement") to be filed by you with the Securities and Exchange Commission on or about the date hereof, in connection with the registration under the Securities Act of 1933, as amended, of an aggregate of 1,081,981 shares of your common stock, par value \$0.01 per share (the "Shares"), reserved for issuance under the 2009 Stock Incentive Plan, as amended and restated March 31, 2009. As your legal counsel, we have reviewed the actions proposed to be taken by you in connection with the issuance and sale of the Shares to be issued under the 2009 Plan.

It is our opinion that the Shares, when issued and sold in the manner referred to in the 2009 Plan and pursuant to the agreements which accompany the 2009 Plan, will be legally and validly issued, fully paid and nonassessable.

We consent to the use of this opinion as an exhibit to the Registration Statement, and further consent to the use of our name wherever appearing in the Registration Statement and any amendments thereto.

Very truly yours,

/s/ WILSON SONSINI GOODRICH & ROSATI
Professional Corporation

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 6, 2012, relating to the consolidated financial statements and the effectiveness of internal control over financial reporting, which appears in Bridgepoint Education Inc.'s Annual Report on Form 10-K for the year ended December 31, 2011.

/s/ PricewaterhouseCoopers LLP
Los Angeles, California
January 9, 2013

POWER OF ATTORNEY - BRIDGEPOINT EDUCATION, INC. DIRECTORS

KNOW ALL PERSONS BY THESE PRESENTS, that each of the undersigned directors of BRIDGEPOINT EDUCATION, INC., a Delaware corporation (the "Company"), hereby nominates and appoints ANDREW S. CLARK and DANIEL J. DEVINE, and each of them acting or signing singly, as such director's agents and attorneys-in-fact, in such director's respective name and in the capacity or capacities indicated below, to execute and/or file, with all exhibits thereto, and other documents filed in connection therewith or constituting a part thereof:

(1) a registration statement on Form S-8 under the Securities Act of 1933, as amended (the "Securities Act"), in connection with the registration under the Securities Act of additional shares of Common Stock of the Company that may be issued, effective as of January 1, 2013, pursuant to (i) Section 5(b) of the Bridgepoint Education, Inc. 2009 Stock Incentive Plan (as amended and restated March 31, 2009) (the "2009 Plan"), and (ii) Section 3 of the Bridgepoint Education, Inc. Employee Stock Purchase Program (as amended and restated March 16, 2010) (the "ESPP"); and

(2) any one or more amendments to any part of the foregoing registration statement, including any post-effective amendments, or appendices or supplements that may be required to be filed under the Securities Act to keep such registration statement effective or to terminate its effectiveness.

Section 5(b) of the 2009 Plan provides that the maximum aggregate number of shares of Common Stock that may be issued under the 2009 Plan will be increased on January 1, 2013, by a number of shares of Common Stock equal to the lesser of (i) two percent (2%) of the number of shares of Common Stock issued and outstanding on December 31, 2012, (ii) 1,300,000 shares of Common Stock, or (iii) an amount determined by the Company's Board of Directors.

Section 3 of the ESPP provides that that the total number of shares of Common Stock reserved and available for issuance under the ESPP will be increased on January 1, 2013, by a number of shares of Common Stock equal to the lesser of (i) one percent (1%) of the number of shares of Common Stock issued and outstanding on December 31, 2012, (ii) 400,000 shares of Common Stock, or (iii) an amount determined by the Company's Board of Directors or Compensation Committee.

Further, the undersigned do hereby authorize and direct such agents and attorneys-in-fact to take any and all actions and execute and file any and all documents with the Securities and Exchange Commission (the "SEC") or state regulatory agencies, necessary, proper or convenient in their opinion to comply with the Securities Act and the rules and regulations or orders of the SEC, or state regulatory agencies, adopted or issued pursuant thereto, to the end that the registration statement of the Company shall become effective under the Securities Act and any other applicable law.

Finally, each of the undersigned does hereby ratify, confirm and approve each and every act and document which the said appointment agents and attorneys-in-fact may take, execute or file pursuant thereto with the same force and effect as though such action had been taken or such documents had been executed or filed by the undersigned respectively.

This Power of Attorney shall remain in full force and effect until revoked or superseded by written notice filed with the SEC.

Signature	Title	Date
<u>/s/ Ryan Craig</u> Ryan Craig	Director	January 7, 2013
<u>/s/ Dale Crandall</u> Dale Crandall	Director	January 7, 2013
<u>/s/ Marye Anne Fox</u> Marye Anne Fox	Director	January 7, 2013
<u>/s/ Patrick T. Hackett</u> Patrick T. Hackett	Director	January 7, 2013
<u>/s/ Robert Hartman</u> Robert Hartman	Director	January 7, 2013
<u>/s/ Andrew M. Miller</u> Andrew M. Miller	Director	January 7, 2013
<u>/s/ Adarsh Sarma</u> Adarsh Sarma	Director	January 7, 2013