

SECURITIES AND EXCHANGE COMMISSION

FORM S-8

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

Filing Date: **1999-07-27**
SEC Accession No. **0000950144-99-009179**

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FILER

CYBEX COMPUTER PRODUCTS CORP

CIK: **946360** | IRS No.: **630801728** | State of Incorporation: **AL** | Fiscal Year End: **0331**
Type: **S-8** | Act: **33** | File No.: **333-83831** | Film No.: **99671187**
SIC: **3576** Computer communications equipment

Mailing Address
4912 RESEARCH BLVD
HUNTSVILLE AL 35805

Business Address
4912 RESEARCH BLVD
HUNTSVILLE AL 35805
2054304000

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

CYBEX COMPUTER PRODUCTS CORPORATION
(Exact name of registrant as specified in its charter)

ALABAMA
(State or other jurisdiction of
incorporation or organization)

63-0801728
(I.R.S. Employer
Identification Number)

4991 CORPORATE DRIVE
HUNTSVILLE, ALABAMA
(Address of Principal Executive Offices)

35805
(Zip Code)

CYBEX COMPUTER PRODUCTS CORPORATION
1995 EMPLOYEE STOCK OPTION PLAN
(Full Title of the Plan)

STEPHEN F. THORNTON
CHAIRMAN OF THE BOARD, PRESIDENT AND CHIEF EXECUTIVE OFFICER
4991 CORPORATE DRIVE
HUNTSVILLE, ALABAMA 35805
(256) 430-4000
(Name, address and telephone number, including area code, of agent for service)

Copies of Communications To:

JOHN H. COOPER, ESQ.
SIROTE & PERMUTT, P.C.
2222 ARLINGTON AVENUE SOUTH
BIRMINGHAM, ALABAMA 35255-5727
TEL: (205) 930-5108
FAX: (205) 930-5301

<TABLE>
<CAPTION>

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
<S>	<C>	<C>	<C>	<C>
Common Stock, \$.001 par value	748,672 shares	\$12.72 (2)	\$9,523,108	\$2,648
Common Stock, \$.001 par value	16,553 shares	\$28.00 (3)	\$463,484	\$ 129
Total	765,225 shares			\$2,777

</TABLE>

(1) For the sole purpose of calculating the registration fee, the number of shares to be registered under this Registration Statement has been divided into two subtotals.

(2) Computed in accordance with Rule 457(h) solely for the purpose of calculating the registration fee. The computation is based on the weighted average exercise price at which the options whose exercise will result in the issuance of the shares being registered may be exercised.

(3) Estimated solely for the purposes of calculating the registration fee pursuant to Rule 457(h), on the basis of the price of securities of the same class, as determined in accordance with Rule 457(c), using the average of the high and low prices for the Common Stock reported on The Nasdaq Stock Market on July 20, 1999, which was \$28.00 per share.

INCORPORATION BY REFERENCE

This Registration Statement is being filed to register additional securities under the Cybex Computer Products Corporation 1995 Employee Stock Option Plan (the "1995 Plan"). An earlier Registration Statement (No. 333-10989) was filed with the U.S. Securities and Exchange Commission on August 28, 1996 registering an aggregate of 242,150 shares of Common Stock, par value \$.001 per share, under the 1995 Plan. In accordance with General Instruction E of Form S-8, the Registrant hereby incorporates by reference the contents of the earlier Registration Statement (No. 333-10989).

ITEM 8. EXHIBITS

<TABLE>
<CAPTION>

Exhibit No.	Description of Exhibit
<S>	<C>
5	Opinion of Sirote & Permutt, P.C. re: legality of shares
23.1	Consent of PricewaterhouseCoopers LLP
23.2	Consent of Sirote & Permutt, P.C. (contained in opinion of counsel filed in Exhibit 5 hereto)
24	Power of Attorney (set forth on the signature pages of this Registration Statement)

</TABLE>

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 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 Huntsville, State of Alabama, on this 23rd day of July, 1999.

CYBEX COMPUTER PRODUCTS CORPORATION

By: /s/ STEPHEN F. THORNTON

Stephen F. Thornton
Chairman of the Board, President and
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Stephen F. Thornton and Doyle C. Weeks, and each or either of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully and to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or either of them, or their or his substitutes or substitute, may lawfully 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 by the following persons in the capacities and on the dates indicated.

<TABLE> <CAPTION> SIGNATURE <S>	TITLE <C>	DATE <C>
/s/ STEPHEN F. THORNTON	Chairman of the Board, President and Chief	July 23, 1999

----- Stephen F. Thornton	Executive Officer (Principal Executive Officer)	
/s/ DOUGLAS E. PRITCHETT ----- Douglas E. Pritchett	Senior Vice President of Finance and Chief Financial Officer (Principal Financial and Accounting Officer)	July 23, 1999
/s/ DOYLE C. WEEKS ----- Doyle C. Weeks	Executive Vice President, Group Operations and Business Development, and Director	July 23, 1999
/s/ REMIGIUS G. SHATAS ----- Remigius G. Shatas	Executive Vice President, Special Projects, Secretary and Director	July 23, 1999
----- Oscar L. Pierce	Director	
/s/ DAVID S. BUTLER ----- David S. Butler	Director	July 23, 1999
/s/ JOHN R. COOPER ----- John R. Cooper	Director	July 23, 1999

</TABLE>

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EXHIBIT INDEX

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(LETTERHEAD OF SIROTE & PERMUTT, P.C.)

July 27, 1999

Cybex Computer Products Corporation
4991 Corporate Drive
Huntsville, Alabama 35805

Re: Registration Statement on Form S-8
Registration No. 333-

Gentlemen:

We have acted as counsel to Cybex Computer Products Corporation, an Alabama corporation (the "Company"), in connection with the preparation of a registration statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the "Act"), on July 27, 1999, for the registration of up to an additional 765,225 shares (the "Shares") of Common Stock, par value \$.001 per share, of the Company to be issued pursuant to the Company's 1995 Employee Stock Option Plan (the "Plan"). At your request, this opinion is being furnished to you for filing as Exhibit 5 to the Registration Statement.

In connection with the opinions expressed herein, we have examined and relied upon such records, documents and other instruments as in our judgment are necessary and appropriate in order to express the opinions hereinafter set forth and have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, and the conformity to original documents submitted to us as certified or photostatic copies.

Based upon the foregoing, and subject to the assumptions, limitations and qualifications hereinafter set forth, we are of the opinion that:

1. Following due authorization of a particular award under the Plan by the Compensation Committee of the Board of Directors of the Company as provided in the Plan, the Shares issuable pursuant to such award will have been duly authorized by all necessary corporate action on the part of the Company.

2. Upon issuance and delivery of such Shares from time to time pursuant to the terms of such award for the consideration established by the Compensation Committee, such Shares will be validly issued, fully paid and nonassessable.

The foregoing opinions are limited to the laws of the State of Alabama, and we do not express any opinion herein concerning any other law.

Very truly yours,

/s/ SIROTE & PERMUTT, P.C.

SIROTE & PERMUTT, P.C.

Consent of Independent Accountants

We consent to the incorporation by reference in this registration statement of Cybex Computer Products Corporation on Form S-8 of our reports dated May 3, 1999, on our audits of the consolidated financial statements and financial statement schedule of Cybex Computer Products Corporation as of March 31, 1998 and 1999, and for each of the three years in the period ended March 31, 1999.

/s/ PricewaterhouseCoopers LLP

Birmingham, Alabama
July 27, 1999