

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

RESPONSYS INC

CIK: **1084817** | IRS No.: **000000000** | State of Incorpor.: **DE** | Fiscal Year End: **1231**
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SAN BRUNO CA 94066*

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

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

RESPONSYS, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

77-0476820
(I.R.S. Employer
Identification No.)

**1100 Grundy Lane, 3rd Floor
San Bruno, California 94066**
(Address of Principal Executive Offices and Zip Code)

2011 Equity Incentive Plan
(Full Title of the Plan)

**Julian K. Ong, Esq.
General Counsel
1100 Grundy Lane, 3rd Floor
San Bruno, California 94066**
(Name and Address of Agent for Service)

(650) 745-1700
(Telephone number, including area code, of agent for service)

Copies to:
**Jeffrey R. Vetter, Esq.
Fenwick & West LLP
801 California Street
Mountain View, CA 94041
(650) 988-8500**

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 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, \$0.0001 par value per share	2,000,000(2)	\$8.61(3)	\$17,220,000	\$2,349

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “*Securities Act*”), this Registration Statement shall also cover any additional shares of the Registrant’s common stock under the Registrant’s 2011 Equity Incentive Plan (the “*2011 Plan*”) that become issuable in respect of the securities identified in the above table by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the Registrant’s receipt of consideration which results in an increase in the number of the outstanding shares of the Registrant’s common stock.
- (2) Represents an automatic increase to the number of shares available for issuance under the 2011 Plan effective January 1, 2013. Shares available for issuance under the 2011 Plan were previously registered on registration statements on Form S-8 filed with the Securities and Exchange Commission (“*SEC*”) on June 30, 2011 (Registration No. 333-175276) and March 30, 2012 (Registration No. 333-180491).
- (3) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) and (h) of the Securities Act using the average of the high and low prices for the Registrant’s common stock as reported on the NASDAQ Global Select Market on March 13, 2013.

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

Pursuant to General Instruction E of Form S-8, the Registrant is filing this Registration Statement with the SEC to register 2,000,000 additional shares of common stock under the Registrant's 2011 Plan pursuant to the provisions of the 2011 Plan providing for an automatic increase in the number of shares of common stock reserved for issuance under the 2011 Plan. This Registration Statement hereby incorporates by reference the contents of the Registrant's registration statement on Form S-8 filed with the SEC on June 30, 2011 (Registration No. 333-175276).

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 Bruno, State of California, on this 18th day of March, 2013.

RESPONSYS, INC.

/s/ Daniel D. Springer

Daniel D. Springer
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Daniel D. Springer, Christian A. Paul and Julian K. Ong, and each of them, as his true and lawful attorney-in-fact and agent 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 (including post-effective amendments), and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully for all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute, may lawfully 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>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Daniel D. Springer</u> Daniel D. Springer	Chief Executive Officer and Chairman <i>(Principal Executive Officer)</i>	March 18, 2013
<u>/s/ Christian A. Paul</u> Christian A. Paul	Chief Financial Officer <i>(Principal Financial Officer and Principal Accounting Officer)</i>	March 18, 2013
<u>/s/ Robert W. Frick</u> Robert W. Frick	Director	March 18, 2013
<u>/s/ Edwin J. Gillis</u> Edwin J. Gillis	Director	March 18, 2013
<u>/s/ Bruce Golden</u> Bruce Golden	Director	March 18, 2013
<u>/s/ Greg Gretsches</u> Greg Gretsches	Director	March 18, 2013
<u>/s/ Michael N. Schuh</u> Michael N. Schuh	Director	March 18, 2013

Exhibit Index

Exhibit No.	Exhibit Title	Incorporated by Reference				
		Form	File No.	Exhibit No.	Filing Date	Filed Herewith
4.01	Restated Certificate of Incorporation of the Registrant.	10-Q	001-35125	3.3	05/23/11	
4.02	Amended and Restated Bylaws of the Registrant.	10-Q	001-35125	3.4	05/23/11	
5.01	Opinion of Fenwick & West LLP regarding legality of the securities being registered.					X
23.01	Consent of Fenwick & West LLP (included in Exhibit 5.01).					X
23.02	Consent of Deloitte & Touche LLP, independent registered public accounting firm.					X
24.01	Power of Attorney (see signature page hereto).					X
99.01	2011 Equity Incentive Plan and forms of stock option award agreement, restricted stock award agreement, stock appreciation right award agreement, restricted stock unit award agreement, performance shares award agreement and stock bonus award agreement.	S-1	333-171377	10.3	04/04/2011	



SILICON VALLEY 801 CALIFORNIA STREET MOUNTAIN VIEW, CA 94041
TEL: 650.988.8500 FAX: 650.938.5200 WWW.FENWICK.COM

March 18, 2013

Responsys, Inc.
1100 Grundy Lane, 3rd Floor
San Bruno, California 94066

Gentlemen/Ladies:

At your request, we have examined the Registration Statement on Form S-8 (the "**Registration Statement**") to be filed by Responsys, Inc., a Delaware corporation (the "**Company**"), with the Securities and Exchange Commission (the "**Commission**") on or about March 18, 2013 in connection with the registration under the Securities Act of 1933, as amended, of an aggregate of Two Million (2,000,000) shares of the Company's Common Stock, par value \$0.0001 per share (the "**Stock**"), subject to issuance by the Company upon the exercise or settlement of stock options, restricted stock, stock bonus awards, stock appreciation rights, restricted stock unit awards or performance shares granted under the Company's 2011 Equity Incentive Plan, as amended (the "**2011 Plan**"). In rendering this opinion, we have examined such matters of fact as we have deemed necessary in order to render the opinion set forth herein, which included examination of the following:

- (1) the Company's Restated Certificate of Incorporation, certified by the Delaware Secretary of State on April 27, 2011 (the "**Restated Certificate**");
- (2) the Company's Bylaws, certified by the Company's Secretary on April 27, 2011 (the "**Bylaws**");
- (3) the Registration Statement, together with the Exhibits filed as a part thereof or incorporated therein by reference;
- (4) the prospectus prepared in connection with the Registration Statement ("**Prospectus**");
- (5) the 2011 Plan and forms of agreement thereunder as filed as Exhibit 10.3 to the Company's Registration Statement on Form S-1 on April 4, 2011;
- (6) the following minutes of meetings at which, or pursuant to which, the sale and issuance of the Stock were adopted and approved: the minutes of a meeting of the Compensation Committee of the Board of Directors of the Company (the "**Compensation Committee**") at or in which, pursuant to the "evergreen" provisions of the Plan providing for automatic increases on January 1 of each year as described in the Plan, the Compensation Committee approved the increase in the number of shares reserved under the Plan;

- (7) the following minutes of meetings and actions by written consent of the Board of Directors (the “**Board**”) and the Company’s stockholders at which, or pursuant to which, the Restated Certificate and Bylaws were approved: (i) the Action by Unanimous Written Consent of the Board, dated March 29, 2011, in which resolutions were adopted by the Board adopting and approving the Restated Certificate and the Bylaws and (ii) the Action by Written Consent of the stockholders of the Company, dated March 30, 2011, in which resolutions were adopted by the stockholders of the Company adopting and approving the Restated Certificate and the Bylaws (the “**March 2011 Stockholder Consent**”);
- (8) the following minutes of meetings and actions by written consent of the Board and the Company’s stockholders at which, or pursuant to which, the 2011 Plan was approved: (i) the minutes the meeting of the Board, dated December 15, 2010, in which resolutions were adopted by the Board adopting and approving the 2011 Plan and (ii) the March Stockholder Consent in which resolutions were adopted by the stockholders of the Company adopting and approving the 2011 Plan;
- (9) the stock records that the Company has provided to us (consisting of a certificate from the Company’s transfer agent dated as of March 18, 2013 verifying the number of the Company’s issued and outstanding shares of capital stock as of March 15, 2013 and a list of outstanding options and warrant respecting the Company’s capital and of any rights to purchase capital stock that was prepared by the Company and dated March 15, 2013 verifying the number of such issued and outstanding securities as of March 15, 2013);
- (10) a Certificate of Good Standing issued by the Secretary of State of the State of Delaware dated March 18, 2013, stating that the Company is qualified to do business in good standing under the laws of the State of Delaware (the “**Certificate of Good Standing**”); and
- (11) a Management Certificate addressed to us and dated of even date herewith executed by the Company containing certain factual representations (the “**Management Certificate**”).

In our examination of documents for purposes of this opinion, we have assumed, and express no opinion as to, the genuineness of all signatures on original documents, the authenticity and completeness of all documents submitted to us as originals, the conformity to originals and completeness of all documents submitted to us as copies, the legal capacity of all persons or entities executing the same, the lack of any undisclosed termination, modification, waiver or amendment to any document reviewed by us and the due authorization, execution and delivery of all documents where due authorization, execution and delivery are prerequisites to the effectiveness thereof.

The Company’s capital stock is uncertificated. We assume that issued Stock will not be reissued by the Company in uncertificated form until any previously issued stock certificate representing such issued Stock have been surrendered to the Company in accordance with DGCL Section 158 and that the Company will properly register the transfer of the Stock to the purchasers of such Stock on the Company’s record of uncertificated securities.

As to matters of fact relevant to this opinion, we have relied solely upon our examination of the documents referred to above and have assumed the current accuracy and completeness of the information

obtained from the documents referred to above and the representations and warranties made by representatives of the Company to us, including but not limited to those set forth in the Management Certificate. We have made no independent investigation or other attempt to verify the accuracy of any of such information or to determine the existence or non-existence of any other factual matters.

We render this opinion only with respect to, and express no opinion herein concerning the application or effect of the laws of any jurisdiction other than, the existing laws of the United States of America, of the State of California and of the Delaware General Corporation Law and reported judicial decisions relating thereto.

With respect to our opinion expressed in paragraph (1) below as to the valid existence and good standing of the Company under the laws of the State of Delaware, we have relied solely upon the Certificate of Good Standing and representations made to us by the Company in the Management Certificate.

In accordance with Section 95 of the American Law Institute's Restatement (Third) of the Law Governing Lawyers (2000), this opinion letter is to be interpreted in accordance with customary practices of lawyers rendering opinions in connection with the filing of a registration statement of the type described herein.

Based upon the foregoing, we are of the following opinion:

(1) The Company is a corporation validly existing, in good standing, under the laws of the State of Delaware; and

(2) The Two Million (2,000,000) shares of Stock that may be issued and sold by the Company upon the exercise or settlement of (a) stock options to be granted under the 2011 Plan, (b) awards by the Company of restricted stock, restricted stock units, performance shares or stock bonuses under the 2011 Plan, or (c) vesting of stock appreciation rights to be granted by the Company under the 2011 Plan, when issued, sold and delivered in accordance with the applicable plan and purchase agreements to be entered into thereunder and in the manner and for the consideration stated in the Registration Statement and Prospectus, will be 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 all references to us, if any, in the Registration Statement, the Prospectus constituting a part thereof and any amendments thereto.

[Concluding Paragraph Follows on Next Page]

Responsys, Inc.

March 18, 2013

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This opinion is intended solely for use in connection with issuance and sale of shares subject to the Registration Statement and is not to be relied upon for any other purpose. This opinion is rendered as of the date first written above and based solely on our understanding of facts in existence as of such date after the aforementioned examination. We assume no obligation to advise you of any fact, circumstance, event or change in the law or the facts that may hereafter be brought to our attention whether or not such occurrence would affect or modify the opinions expressed herein.

Very truly yours,

FENWICK & WEST LLP

By: /s/ Jeffrey Vetter

Jeffrey Vetter, a Partner

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated March 18, 2013, relating to the consolidated financial statements and financial statement schedule of Responsys, Inc. and its subsidiaries (collectively, the “Company”), and the effectiveness of the Company’s internal control over financial reporting, appearing in the Annual Report on Form 10-K of the Company for the year ended December 31, 2012.

/s/ Deloitte & Touche LLP

San Jose, California

March 18, 2013