

SECURITIES AND EXCHANGE COMMISSION

FORM S-8 POS

Post-effective amendment to a S-8 registration statement

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**DATA MEASUREMENT CORP**

CIK: **354827** | IRS No.: **060774266** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **S-8 POS** | Act: **33** | File No.: **033-50982** | Film No.: **95553481**  
SIC: **3829** Measuring & controlling devices, nec

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UNITED STATES  
Securities and Exchange Commission  
Washington, D.C. 20549

Amendment No. 6  
To  
Form S-8

Registration Statement Under the Securities Act of 1933

Data Measurement Corporation

(Exact Name of Registrant as specified in its Charter)

The Form S-8 Registration Statement Under the Securities Act of 1933 as filed with the Securities and Exchange Commission by Data Measurement Corporation on August 5, 1992 (Registration No. 33-50982) is hereby amended by the substitution of the revised pages 23, 23A, 23B, 23C and 23D attached hereto as Exhibit 1 for the pages 23, 23A, 23B and 23C submitted as a part thereof, as previously amended. Those pages have been modified to include specific reference to all of the prospective Selling Shareholders who as of July 7, 1995 had indicated an intention to sell shares pursuant to this Offering. The changes to pages 23, 23A, 23B and 23C also required a change to the table of contents on page 2 of the Registration Statement due to the repagination of two items listed thereon from page 23C to page 23D. A revised page 2 is attached hereto as Exhibit 2 to replace the existing page 2.

Pursuant to the Requirements of the Securities Act of 1933, the Registrant has duly caused this Amendment to its Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Gaithersburg, State of Maryland on the 7th day of July, 1995.

DATA MEASUREMENT CORPORATION

By: /s/Dominique Gignoux  
Dominique Gignoux, President  
and Chairman of the Board

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 7th day of July, 1995.

Signatures		Titles
/s/Dominique Gignoux Dominique Gignoux		President and Chairman of the Board
J. T. Armfield	*	Vice President for Production, Test and Service
Michael A. Norbury	*	Vice President
Stephen J. Outhwaite	*	Vice President
Frederick S. Rolandi		Vice President of Finance and Principal Financial Officer
Sam R. Clatworthy	*	Treasurer and Principal Accounting Officer
James F. Collins	*	Director
Marshal Greenblatt	*	Director
Ira A. Hunt	*	Director
John A. Sanders	*	Director
_____ Gregory R. Harrison	*	Director
_____ Bonnie K. Wachtel	*	Director

\*Pursuant to Power of Attorney

/s/Frederick s. Rolandi

Exhibit 1

<TABLE>  
<CAPTION>

Name Of Selling Shareholder <S>	Shares of Common Stock Beneficially Owned <C>	Shares of Common Stock Offered Hereby <C>	Shares of Common Stock to be Owned after Completion of Offering <C>	Percentage of Common Stock to be Owned after Completion of Offering <C>
J. Thomas Armfield(1)	22,834	13,834	9,000	*
Ajay Avasthi(2)	4,000	4,000	-0-	*
Douglas Baldwin(3)	1,000	1,000	-0-	*
Pat Bessette(4)	2,400	2,400	-0-	*
Christopher Burnett(5)	1,000	1,000	-0-	*
Sam R. Clatworthy(6)	7,000	2,000	5,000	*
James F. Collins(7)	6,000	5,000	1,000	*
John Cunningham(8)	2,000	2,000	-0-	*
Rony Elazar(9)	1,000	1,000	-0-	*
Pete Elbourne(10)	533	533	-0-	*
Robert Farley(11)	400	400	-0-	*
Dominique Gignoux(12)	324,434	10,000	314,434	22.1%
Eugene Gobrecht(13)	1,000	1,000	-0-	*
Christian Gouel(14)	6,500	5,000	1,500	*
Roland Gouel(15)	10,000	5,000	5,000	*
Marshal				

Greenblatt(16)	24,800	5,000	19,800	1.4%
Kyona Cha Han(17)	1,000	1,000	-0-	*
Vincent Harris(18)	1,000	1,000	-0-	*
Gregory R. Harrison(19)	47,900	5,000	42,900	3.0%
Brian Hollcroft(20)	1,000	1,000	-0-	*
Qi Hu(21)	1,000	1,000	-0-	*
Charles Hudock(22)	1,000	1,000	-0-	*
Clyde Hunt(23)	2,000	2,000	-0-	*
Ira A. Hunt(24)	11,400	5,000	6,400	*
Michael Kadar(25)	4,100	4,100	-0-	*
Sunil Kumar(26)	1,320	1,000	320	*
Linda Lubitz(27)	533	533	-0-	*
Matthew Mayfield(28)	2,000	2,000	-0-	*
John McAninley(29)	1,000	1,000	-0-	*

23

Page 3 of 8

Don McEwen(30)	800	800	-0-	*
Jane McQueeney(31)	1,000	1,000	-0-	*
David Miller(32)	1,000	1,000	-0-	*
Michael Minty(33)	400	400	-0-	*
Michael A. Norbury(34)	9,000	9,000	-0-	*
John Novosel(35)	1,000	1,000	-0-	*
Stephen J. Outhwaite(36)	33,000	26,000	7,000	*

LeeAnne

Pacheco(37)	9,734	9,734	-0-	*
Bipin Patel(38)	3,000	3,000	-0-	*
David Riffle(39)	1,533	1,533	-0-	*
Frederick S. Rolandi(40)	23,500	6,500	17,000	1.2%
Jacques Rouet(41)	18,000	18,000	-0-	*
Thomas Ryan(42)	1,000	1,000	-0-	*
John D. Sanders(43)	47,756	15,000	32,756	2.3%
Glen Schulz(44)	4,533	4,533	-0-	*
Margi Solomon(45)	400	400	-0-	*
Lyndon Stayte(46)	7,000	7,000	-0-	*
Marshall Stevenson(47)	2,533	2,533	-0-	*
Sorin Tira(48)	1,000	1,000	-0-	*
Lihdar Tsaur(49)	1,000	1,000	-0-	*
Bonnie K. Wachtel(50)	20,200	5,000	15,200	1.1%
Martha Withers(51)	533	533	-0-	*

\* Less than 1%

</TABLE>

(1) J. Thomas Armfield is Vice President for Products, Test and Service of the corporation. His stockholdings include 22,834 options, of which 13,834 are included among the securities to be sold in this offering.

(2) Ajay Avasthi is employed by the company as an engineer. His stockholdings include 4,000 options, all of which are included among the securities to be sold in this offering.

(3) Douglas Baldwin is employed by the company as a project engineer. His stockholdings include 1,000 options, all of which are included among the securities to be sold in this offering.

(4) Pat Bessette is employed by the company as a sales assistant whose stockholdings include 2,400 options, all of which are included among the securities to be sold in this offering.

(5) Christopher Burnett is employed by the company as an engineer. His stockholdings include 1,000 options, all of which are included among the securities to be sold in this offering.

(6) Sam Clatworthy is Treasurer of the corporation. His stockholdings include 7,000 options, of which 2,000 are included among the securities to be sold in this offering.

(7) James Collins is a director in the corporation. His stockholdings include 5,000 options, all of which are included among the securities to be sold in this offering.

(8) John Cunningham is an accountant with the company. His stockholdings include 2,000 options, all of which are included among the securities to be sold in this offering.

23A

Page 4 of 8

(9) Rony Elazar is an engineer with the company whose stockholdings include 1,000 options, all of which are included among the securities to be sold in this offering.

(10) Pete Elbourne is employed by the company as a technician. His stockholdings include 533 options, all of which are among the securities to be sold in this offering.

(11) Robert Farley is employed by the company as a service person. His stockholdings include 400 options, all of which are among the securities to be sold in this offering.

(12) Dominique Gignoux is President of the company. His stockholdings include 15,600 owned by his minor son; 20,000 shares issuable upon conversion of a convertible subordinated debenture; and 12,334 shares issuable upon exercise options of which 10,000 are to be sold in this offering.

(13) Eugene Gobrecht is employed by the company as a project engineer. His stockholdings include 1,000 options, all of which are among the securities to be sold in this offering.

(14) Christian Gouel is a salesperson with the company. His stockholdings include 6,500 options, of which 5,000 are included among the securities to be sold in this offering.

(15) Roland Gouel is an engineer with the company. His stockholdings include 10,000 options, of which 5,000 are included among the securities to be sold in this offering.

(16) Marshal Greenblatt is a director of the corporation. His stockholdings

include 5,000 options, all of which are included among the securities to be sold in this offering.

(17) Kyona Cha Han is an assembler with the company whose stockholdings include 1,000 options, all of which are included among the securities to be sold in this offering.

(18) Vincent Harris is employed by the company as a project engineer. His stockholdings include 1,000 options, all of which are among the securities to be sold in this offering.

(19) Gregory Harrison is a director of the corporation. His stockholdings include 5,000 options, all of which are included among the securities to be sold in this offering.

(20) Brian Hollcroft is employed by the company as a software engineer. His stockholdings include 1,000 options, all of which are among the securities to be sold in this offering.

(21) Qi Hu is an engineer with the company whose stockholdings include 1,000 options, all of which are included among the securities to be sold in this offering.

(22) Charles Hudock is employed by the company as a software engineer. His stockholdings include 1,000 options, all of which are included among the securities to be sold in this offering.

(22) Clyde Htnt is an enginger with the company. His stockholdings include 2,000 options, all of which are included among the securities to be sold in this offering.

(24) Ira K. Hunt is a director of the corporation. His stockholdings include 5,000 options, all of which are included among the securities to be sold in this offering.

(25) Michael Kadar is employed by the company as a salesperson. His stockholdings include 4,100 options, all of which are included among the securities to be sold in this offering.

(26) Sunil Kumar is an engineer with the company whose stockholdings include 1,320 options, 1,000 of which are included among the securities to be sold in this offering.

(27) Linda Lubitz is employed by the company as a salesperson. Her stockholdings include 533 options, all of which are included among the securities to be sold in this offering.

(28) Matthew Mayfield is an engineer with the company. His stockholdings include 2,000 options, all of which are included among the securities to be sold in this offering.



(29) John McAninley is an engineer with the company. His stockholdings include 1,000 options, all of which are included among the securities to be sold in this offering.

(30) Don McEwen is employed with the company as a technician. His stockholdings include 800 options, all of which are included among the securities to be sold in this offering.

(31) Jane McQueeney is an engineer with the company. Her stockholdings include 1,000 options, all of which are included among the securities to be sold in this offering.

(32) David Miller is employed by the company as a project engineer. His stockholdings include 1,000 options, all of which are included among the securities to be sold in this offering.

(33) Michael Minty is employed with the company as a technician. His stockholdings include 400 options, all of which are included among the securities to be sold in this offering.

(34) Michael Norbury is a Vice President of the corporation. His stockholdings include 9,000 options, of which 9,000 are included among the securities to be sold in this offering.

23B

Page 5 of 8

(35) John Novosel is a manufacturing manager with the company. His stockholdings include 1,000 options, all of which are among the securities to be sold in this offering.

(36) Stephen Outhwaite is a Vice President of the corporation. His stockholdings include 33,000 options, of which 26,000 are among the securities to be sold in this offering.

(37) LeeAnne Pacheco is the foreign business manager for the company. Her stockholdings include 9,734 options, of which 9,734 are among the securities to be sold in this offering.

(38) Bipin Patel is an engineer with the company. His stockholdings include 3,000 options, all of which are included among the securities to be sold in this offering.

(39) David Riffle is employed with the company as a service person. His stockholdings include 1,533 options, all of which are included among the securities to be sold in this offering.

(40) Frederick Rolandi is Vice President of Finance and a director in the corporation. His stockholdings include 21,500 options, of which 6,500 are among the securities to be sold in this offering.

(41) Jacques Rouet is employed by the company as a sales person. His stockholdings include 18,000 options, all of which are included among the securities to be sold in this offering.

(42) Thomas Ryan is employed by the company as a software engineer. His stockholdings include 1,000 options, all of which are included among the securities to be sold in this offering.

(43) John Sanders is a director in the corporation. His stockholdings include 10,000 shares subject to a warrant; 200 shares owned by and for the benefit of his immediate family; 20,000 shares subject to issuance upon conversion of a convertible subordinated debenture; 10,756 shares held in Mr. Sanders' profit sharing trust; and 21,500 issuable upon exercise of options, of which 15,000 are among the securities to be sold in this offering.

(44) Glen Schulz is employed by the company as a service person. His stockholdings include 4,533 options, all of which are included among the securities to be sold in this offering.

(45) Margi Solomon is employed by the company as a manager. Her stockholdings include 400 options, all of which are included among the securities to be sold in this offering.

(46) Lyndon Stayte is the managing Director of the company's U.K. subsidiary. His stockholdings include 7,000 options, of which 7,000 are among the securities to be sold in this offering.

(47) Marshall Stevenson is an engineer with the company. His stockholdings include 2,533 options, 2,533 of which are included among the securities to be sold in this offering.

(48) Sorin Tira is employed by the company as a software engineer. His stockholdings include 1,000 options, all of which are included among the securities to be sold in this offering.

(49) Lihdar Tsaor is employed by the company as a software engineer. His stockholdings include 1,000 options, all of which are included among the securities to be sold in this offering.

(50) Bonnie Wachtel is a director of the corporation. Her stockholdings include 5,000 options, all of which are among the securities to be sold in this offering.

(51) Martha Withers is employed by the company as an administrator. Her stockholdings include 533 options, all of which are included among the securities to be sold in this offering.

#### PLAN OF DISTRIBUTION

The Shares may be sold from time to time by the Selling

Shareholders or their pledgees or donees. Such sales may be made in the NASDAQ or in negotiated transactions, at prices and on terms then prevailing or at prices related to the then current market price or at negotiated prices. The Shares may be sold by one or more of the following methods: (a) a block trade in which the broker or dealer so engaged will attempt to sell the Shares as agent but may position and resell a portion of the block as principal to facilitate the transaction; (b) purchases by a broker or dealer as principal and resale by such broker or dealer for its account pursuant to this Prospectus; and (c) ordinary brokerage transactions and transactions in which the broker

23C

Page 6 of 8

solicits purchasers. In effecting sales, brokers or dealers to participate. Brokers or dealers will receive commissions or discounts from Selling Shareholders in amounts to be negotiated immediately prior to the sale which amounts will not be greater than that normally paid in connection with ordinary trading transactions.

#### EXPERTS

The financial statements and the related supplemental schedules incorporated in the Prospectus by reference from the Company's Form 10-K have been audited by Deloitte & Touche, independent accountants, and, with respect to certain of the Company's foreign subsidiary operations, Sinclairs, independent accountants, as stated in their opinions, which are incorporated herein by reference, and have been so incorporated in reliance upon such opinions given upon the authority of those firms as experts in accounting and auditing.

#### LEGAL MATTERS

The validity of the Common Stock offered hereby has been passed upon for the Company by Klaine, Wiley, Hoffmann & Meurer.

23D

Page 7 of 8

#### Exhibit 2

#### FURTHER INFORMATION

Additional information with respect to the Employee Option Plan and the Directors Option Plan, including options outstanding

thereunder, eligible persons and the composition of the Committee that administers the plans and the Board of Directors, may be provided in the future to participants by means of the appendices to this Prospectus. A copy of the Company's most recent Annual Report to Shareholders and a copy of this Prospectus will be delivered to each holder of an option. In addition, all holders of options will be sent copies of future appendices to this Prospectus, annual reports, proxy statements and other communications distributed to shareholders generally. A participant will not be furnished a new copy of this Prospectus unless he or she requests it or unless changes have occurred making it necessary to revise this Prospectus.

The Company will furnish without charge to each person to whom this Prospectus is delivered, upon written or oral request, a copy of any or all of the documents referred to above which have been or may be incorporated in this Prospectus by reference, other than exhibits to such documents unless such exhibits are specifically incorporated by reference into the information incorporated herein. Requests should be addressed to : Secretary, Data Measurement Corporation, 15884 Gaither Drive, Gaithersburg, MD 20877; telephone (301) 948-2450.

#### TABLE OF CONTENTS

Prospectus	Page
Further Information. . . . .	2
Incorporation of Certain Information by Reference. . . . .	3
Introduction . . . . .	3
The Company. . . . .	3
1991 Stock Option Plan . . . . .	4
Stock Option Plan for Outside Directors. . . . .	12
Experts. . . . .	18
Re-offer Prospectus	
Available. . . . .	20
Table of Contents. . . . .	20
Incorporation of Certain Information by Reference. . . . .	21
Introduction . . . . .	21
The Company. . . . .	22
Use of Proceeds. . . . .	22
Selling Shareholders . . . . .	22
Plan of Distribution . . . . .	.23C
Experts. . . . .	.23D
Legal Matters. . . . .	.23D