

# SECURITIES AND EXCHANGE COMMISSION

## FORM S-8

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

Filing Date: **1996-08-26**  
SEC Accession No. **0000854916-96-000011**

([HTML Version](#) on [secdatabase.com](#))

### FILER

#### CAERE CORP

CIK: **854916** | IRS No.: **942250509** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **S-8** | Act: **33** | File No.: **333-10803** | Film No.: **96620410**  
SIC: **7372** Prepackaged software

Mailing Address  
100 COOPER COURT  
LOS GATOS CA 95030

Business Address  
100 COOPER CT  
LOS GATOS CA 95030  
4083957000

As filed with the Securities and Exchange Commission on August 23, 1996  
Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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

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CAERE CORPORATION  
(Exact name of registrant as specified in its charter)

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DELAWARE  
(State or other jurisdiction of  
incorporation or organization)

94-2250509  
(I.R.S. Employer  
Identification Number)

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100 Cooper Court  
Los Gatos, California 95030  
(Address of Principal Executive Offices)

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1992 Non-Employee Directors' Stock Option Plan  
1981 Incentive Stock Option Plan  
1981 Supplemental Stock Option Plan  
(Full title of the plans)

Robert G. Teresi  
President and Chief Executive Officer  
Caere Corporation  
100 Cooper Court  
Los Gatos, California 95030  
(408) 395-7000  
(Name, address, including zip code, and telephone number, including  
area code, of agent for service)

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Copies to:

Lee F. Benton, Esq.  
Cooley Godward Castro Huddleson & Tatum  
Five Palo Alto Square, Suite 400  
Palo Alto, California 94306

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<TABLE>

CALCULATION OF REGISTRATION FEE

<CAPTION>  
<S>

	<C>	<C>	<C>	<C>
Title of Securities to	Amount to be	Proposed Maximum Offering Price Per	Proposed Maximum Aggregate Offering	Amount of Registration

be Registered	Registered	Share(1)	Price(1)	Fee
Common Stock (par value \$.001)	175,000	\$9.8125	\$1,717,187.50	\$592.13

(1) Estimated solely for the purpose of calculating the amount of the registration fee. The price per share and aggregate offering price are based upon the average of the high and low sales price of Registrant's Common Stock on August 22, 1996 as reported on the NASDAQ National Market System.

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

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INCORPORATION BY REFERENCE OF CONTENTS OF REGISTRATION STATEMENTS  
ON FORM S-8 NOS. 33-49114; 33-66430; 33-81708; 33-87824 and 33-86140

The contents of the Registration Statement on Form S-8 No. 33-49114; 33-66430; 33-81708; 33-87824 and 33-86140 filed with the Securities and Exchange Commission on July 1, 1992; July 22, 1993; July 18, 1994; December 23, 1994 and June 6, 1995 are incorporated by reference herein.

EXHIBITS

Exhibit  
Number

- 5.1 Opinion of Cooley Godward Castro Huddleson & Tatum
- 23.1 Consent of KPMG Peat Marwick L.L.P.
- 23.2 Consent of Cooley Godward Castro Huddleson & Tatum is contained in Exhibit 5.1 to this Registration Statement
- 23.3 Consent of Coopers & Lybrand, L.L.P.
- 24 Power of Attorney is contained on the signature pages.

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Los Gatos, County of Santa Clara,

CAERE CORPORATION

By /s/ Blanche M. Sutter  
Blanche M. Sutter  
Senior Vice President,  
Chief Financial Officer and  
Secretary

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Robert G. Teresi and Blanche M. Sutter, and each or any one 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 connection therewith, as fully 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 any 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, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<TABLE>		
<CAPTION>		
<S>	<C>	<C>
Signature	Title	Date
/s/ Robert G. Teresi Robert G. Teresi	President, Chief Executive Officer, Chairman of the Board and Director (Principal Executive Officer)	August 19, 1996
/s/ Blanche M. Sutter Blanche M. Sutter	Senior Vice President, Chief Financial Officer and Secretary (Principal Financial and Accounting Officer)	August 19, 1996
/s/ James K. Dutton James K. Dutton	Director	August 19, 1996
/s/ Wayne E. Rosing Wayne E. Rosing	Director	August 19, 1996
/s/ Frederick W. Zuckerman Frederick W. Zuckerman	Director	August 19, 1996

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August 23, 1996

Caere Corporation  
100 Cooper Court  
Los Gatos, California 95030

Ladies and Gentlemen:

You have requested our opinion with respect to certain matters in connection with the filing by Caere Corporation (the "Company") of a Registration Statement on Form S-8 (the "Registration Statement") with the Securities and Exchange Commission covering the offering of up to 175,000 shares of the Company's Common Stock, \$.001 par value, (the "Shares") pursuant to its 1992 Non-Employee Directors' Stock Option Plan, 1981 Incentive Stock Option Plan and 1981 Supplemental Stock Option Plan (the "Plans"). In connection with this opinion, we have examined the Registration Statement and related Prospectuses, your Certificate of Incorporation and By-laws, as amended, and such other documents, records, certificates, memoranda and other instruments as we deem necessary as a basis for this opinion. We have assumed the genuineness and authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies thereof, and the due execution and delivery of all documents where due execution and delivery are a prerequisite to the effectiveness thereof. On the basis of the foregoing, and in reliance thereon, we are of the opinion that the Shares, when sold and issued in accordance with the Plans, the Registration Statement and related Prospectuses, will be validly issued, fully paid, and nonassessable. We consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

COOLEY GODWARD CASTRO  
HUDDLESON & TATUM

By: /s/ Lee F. Benton  
Lee F. Benton

Consent of Independent Auditors

The Board of Directors and Stockholders  
Caere Corporation:

We consent to the use of our reports dated January 26, 1996, relating to the consolidated balance sheets of Caere Corporation and subsidiaries as of December 31, 1995 and 1994, and the related consolidated statements of earnings, stockholders' equity, and cash flows for each of the years in the three-year period ended December 31, 1995, and the related schedule, incorporated herein by reference, which reports appear in the December 31, 1995, annual report on Form 10-K of Caere Corporation.

/s/ KPMG Peat Marwick LLP

San Jose, California  
August 23, 1996

CONSENT OF INDEPENDENT ACCOUNTANTS

We consent to the incorporation by reference in this registration statement of Caere Corporation on Form S-8 of our report dated March 4, 1994, on our audit

of the financial statements of Calera Recognition Systems, Inc. as of December 31, 1993, and for the year ended, which report is included in the Annual Report on Form 10-K.

/s/ Coopers & Lybrand LLP

COOPERS & LYBRAND L.L.P.

August 23, 1996  
San Jose, California