

# SECURITIES AND EXCHANGE COMMISSION

## FORM S-8

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

Filing Date: **2004-08-12**  
SEC Accession No. **0000950152-04-006173**

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### FILER

#### **AXSYS TECHNOLOGIES INC**

CIK: **206030** | IRS No.: **111962029** | State of Incorpor.: **DE** | Fiscal Year End: **1228**  
Type: **S-8** | Act: **33** | File No.: **333-118158** | Film No.: **04969805**  
SIC: **3827** Optical instruments & lenses

#### Mailing Address

175 CAPITAL BLVD SUITE 103  
ROCKY HILL CT 06067

#### Business Address

175 CAPITAL BLVD SUITE 103  
ROCKY HILL CT 06067  
2018711500



As filed with the Securities and Exchange Commission on August 12, 2004.

Registration No.

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT  
Under The Securities Act of 1933

**AXSYS TECHNOLOGIES, INC.**  
(Exact Name of Registrant as Specified in Its Charter)

Delaware  
(State or Other Jurisdiction  
of Incorporation or Organization)

11-1962029  
(I.R.S. Employer Identification No.)

175 Capital Boulevard, Suite 103  
Rocky Hill, Connecticut 06067  
(Address of Principal Executive Offices Including Zip Code)

**Axsys Technologies, Inc. 401(k) Retirement Plan**  
(Full Title of the Plan)

David A. Almeida  
Vice President, Chief Financial Officer, Secretary and Treasurer  
Axsys Technologies, Inc.  
175 Capital Boulevard, Suite 103  
Rocky Hill, Connecticut 06067  
(860) 257-0200  
(Name, Address and Telephone Number of Agent For Service)

*Copies To:*  
Lisa K. Kunkle, Esq.  
Jones Day  
North Point  
901 Lakeside Avenue  
Cleveland, Ohio 44114-1190  
(216) 586-3939

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered     | Amount to be Registered(1)(2) | Proposed Maximum Offering Price Per Share(3) | Proposed Maximum Aggregate Offering Price (3) | Amount of Registration Fee |
|--|-------------------------------|--|---|----------------------------|
| Common Stock, par value \$0.01 per share | 175,000                       | \$13.68                                      | \$2,394,000                                   | \$303.32                   |

- (1) Represents shares of common stock of the Registrant, par value \$0.01 per share ("Common Stock"), issuable pursuant to the Axsys Technologies, Inc. 401(k) Retirement Plan (the "Plan") being registered hereon.
- (2) Pursuant to Rule 416(c) of the Securities Act of 1933 (the "Securities Act"), this Registration Statement also covers an indeterminate number of interests to be offered or sold pursuant to the Plan.

- (3) Estimated solely for calculating the amount of the registration fee, pursuant to paragraphs (c) and (h) of Rule 457 of the General Rules and Regulations under the Securities Act, on the basis of the average of the high and low sale prices of such securities on the NASDAQ National Market System on August 9, 2004, within five business days prior to filing.
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EX-24 Power of Attorney

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The Registrant filed with the Securities and Exchange Commission the following Registration Statements on Form S-8 relating to shares of Common Stock to be offered and sold under the Plan and, pursuant to General Instruction E to Form S-8, the contents of such Registration Statements are incorporated by reference in this Registration Statement: (1) Registration Statement on Form S-8 filed June 6, 1994 (File No. 33-79996 and (2) Post-Effective Amendment No. 1 to Form S-8 filed June 29, 2004 (File No. 33-79996). This registration statement on Form S-8 is filed for the purpose of registering an additional 175,000 shares of Common Stock of the Registrant under the Plan.

**PART II**  
**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits.**

| <u>Exhibit Number</u> | <u>Description</u>  |
|-----------------------|---|
| 5                     | Opinion of Counsel.                                       |
| 23.1                  | Consent of Independent Registered Public Accounting Firm. |
| 23.2                  | Consent of Counsel (Included in Exhibit 5).               |
| 24                    | Power of Attorney.  |

The Registrant will submit or has submitted the Plan and any amendment thereto to the Internal Revenue Service (“IRS”) in a timely manner and has made or will make all changes required by the IRS in order to qualify the Plan.

**[Signatures on following page]**

**SIGNATURES**

*The Registrant.* Pursuant to the requirements of the Securities Act, 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 Rocky Hill, State of Connecticut, on August 12, 2004.

**AXSYS TECHNOLOGIES, INC.**

By: /s/ David A. Almeida  
David A. Almeida  
Vice President, Chief Financial Officer, Secretary  
and Treasurer

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.

Date: August 12, 2004

\*  
\_\_\_\_\_  
Stephen W. Bershad  
Chairman of the Board and Chief Executive  
Officer (Principal Executive Officer)

Date: August 12, 2004

/s/ David A. Almeida  
\_\_\_\_\_  
David A. Almeida  
Vice President, Chief Financial Officer, Secretary  
and Treasurer (Principal Financial Officer and  
Principal Accounting Officer)

Date: August 12, 2004

\*  
\_\_\_\_\_  
Anthony J. Fiorelli, Jr.  
Director

Date: August 12, 2004

\*  
\_\_\_\_\_  
Eliot M. Fried  
Director

Date: August 12, 2004

\*  
\_\_\_\_\_  
Richard F. Hamm, Jr.  
Director

Date: August 12, 2004

\*  
\_\_\_\_\_  
Robert G. Stevens  
Director

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\*This registration statement has been signed on behalf of the above officers and directors by David A. Almeida, as attorney-in-fact pursuant to a power of attorney filed as Exhibit 24 to this registration statement.

DATED: August 12, 2004

By: /s/ David A. Almeida \_\_\_\_\_

David A. Almeida  
Attorney-in-Fact

*The Plan.* Pursuant to the requirements of the Securities Act, the trustees (or other persons who administer the employee benefit plan) have duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Rocky Hill, State of Connecticut, on August 12, 2004.

### **AXSYS TECHNOLOGIES, INC. 401(K) RETIREMENT PLAN**

By: /s/ Katherine A. Bownes \_\_\_\_\_

Name: Katherine A. Bownes  
Title: Corporate Executive Administrator  
and 401(k) Administrator

### **EXHIBIT INDEX**

| <u>Exhibit Number</u> | <u>Description</u>  |
|-----------------------|---|
| 5                     | Opinion of Counsel.                                       |
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| 24                    | Power of Attorney.  |





**Opinion of Counsel**

August 12, 2004

Axsys Technologies, Inc.  
175 Capital Boulevard, Suite 103  
Rocky Hill, Connecticut 06067

Re: 175,000 Shares of Common Stock \$0.01 Par Value Per Share Issued Pursuant to the Axsys Technologies, Inc. 401(k) Plan

Ladies and Gentlemen:

We are acting as counsel for Axsys Technologies, Inc., a Delaware corporation (the "Company"), in connection with the issuance and sale of up to 175,000 shares of Common Stock, \$0.01 par value per share (the "Common Stock"), of the Company (the "401(k) Plan Shares") pursuant to the Company 401(k) Plan (the "401(k) Plan").

In rendering this opinion, we have examined such documents and records, including an examination of originals or copies certified or otherwise identified to our satisfaction, and matters of law as we have deemed necessary for purposes of this opinion. Based upon the foregoing and subject to the qualifications and limitations stated herein, we are of the opinion that:

(a) The shares of Common Stock that may after the date hereof be issued pursuant to the 401(k) Plan will be, when issued in accordance with the 401(k) Plan, duly authorized, validly issued, fully paid, and nonassessable so long as a) the issuance of any newly issued shares, is, prior to any such issuance, duly authorized, and b) the consideration received or to be received by the Company is valid and sufficient.

(b) The participations in the 401(k) Plan to be extended to participants in the 401(k) Plan will be, when extended in accordance with the 401(k) Plan, validly issued.

Our examination of matters of law in connection with the opinions expressed herein has been limited to, and accordingly our opinions herein are limited to, the General Corporation Law of the State of Delaware, including the applicable provisions of the Constitution of the State of Delaware and the reported judicial decisions interpreting such law. We express no opinion with respect to any other law of the State of Delaware or any other jurisdiction.

We hereby consent to the filing of this opinion as Exhibit 5 to the Registration Statement on Form S-8 (the "401(k) Plan Registration Statement") filed by the Company to effect registration of the 401(k) Plan Shares under the Securities Act of 1933 (the "Act"). In giving such consent, we do not thereby admit that we are included in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Very truly yours,

/s/ Jones Day



**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in the Registration Statement on Form S-8 dated August 12, 2004 pertaining to the Axsys Technologies, Inc. 401(k) Retirement Plan of our report dated February 16, 2004, except for Note 4, as to which the date was March 1, 2004, with respect to the consolidated financial statements and schedule of Axsys Technologies, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2003, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Hartford, Connecticut  
August 9, 2004



AXSYS TECHNOLOGIES, INC

REGISTRATION STATEMENT ON FORM S-8

POWER OF ATTORNEY

The undersigned officer and/or director of Axsys Technologies, Inc., a Delaware corporation (the "Registrant"), does hereby make, constitute and appoint each of Stephen W. Bershada and David A. Almeida, with full power of substitution and resubstitution, as attorney of the undersigned, to execute and file (i) Post-Effective Amendment No. 1 (the "Post-Effective Amendment") to the Registration Statement on Form S-8 dated June 6, 1994 (the "Original Registration Statement") with respect to the registration under the Securities Act of 1933, as amended (the "1933 Act"), of shares of Common Stock of the Registrant issuable in connection with the Axsys Technologies, Inc. 401(k) Retirement Plan (the "401(k) Plan"), (ii) a Registration Statement on Form S-8 (the "Form S-8 Registration Statement") with respect to the registration under the 1933 Act of shares of Common Stock of the Registrant issuable in connection with the 401(k) Plan, in addition to those registered pursuant to the Original Registration Statement, (iii) any and all amendments, including post-effective amendments, and exhibits to the Original Registration Statement, the Post-Effective Amendment and the Form S-8 Registration Statement and (iv) any and all applications or other documents to be filed with the Securities and Exchange Commission or any state securities commission or other regulatory authority with respect to the securities covered by the Original Registration Statement, the Post-Effective Amendment and the Form S-8 Registration Statement, with full power and authority to do and perform any and all acts and things whatsoever necessary, appropriate or desirable to be done in the premises, or in the name, place and stead of the said director and/or officer, hereby ratifying and approving the acts of said attorneys and any of them and any such substitute.

IN WITNESS WHEREOF, the undersigned have subscribed these presents as of the 28th day of June, 2004.

| <u>Signature</u>  | <u>Title</u>  |
|---|---|
| <u>/s/ Stephen W. Bershada</u><br>Stephen W. Bershada           | Chairman of the Board and Chief Executive Officer                   |
| <u>/s/ David A. Almeida</u><br>David A. Almeida                 | Vice President, Chief Financial Officer,<br>Secretary and Treasurer |
| <u>/s/ Anthony J. Fiorelli, Jr.</u><br>Anthony J. Fiorelli, Jr. | Director  |
| <u>/s/ Eliot M. Fried</u><br>Eliot M. Fried                     | Director  |
| <u>/s/ Richard F. Hamm, Jr.</u><br>Richard F. Hamm, Jr.         | Director  |
| <u>/s/ Robert G. Stevens</u><br>Robert G. Stevens               | Director  |