

SECURITIES AND EXCHANGE COMMISSION

FORM S-8

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

Filing Date: **1994-03-17**
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FILER

PYRAMID TECHNOLOGY CORP

CIK: **714865** | IRS No.: **942781589** | State of Incorporation: **DE** | Fiscal Year End: **0930**
Type: **S-8** | Act: **33** | File No.: **033-52709** | Film No.: **94516452**
SIC: **3571** Electronic computers

Mailing Address
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SAN JOSE CA 95134*

Business Address
*3860 N FIRST ST
SAN JOSE CA 95134
4084288000*

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933

PYRAMID TECHNOLOGY CORPORATION
(Exact name of issuer as specified in its charter)

Delaware
(State of Incorporation)

94-2781589
(I.R.S. Employer Identification No.)

3860 N. First Street
San Jose, California 95134
(Address of principal executive offices)

AMENDED 1982 INCENTIVE STOCK OPTION PLAN
AMENDED AND RESTATED DIRECTORS' OPTION PLAN
(Full title of the Plans)

ALLAN D. SMIRNI
Vice President,
General Counsel

Pyramid Technology Corporation
3860 N. First Street
San Jose, California 95134
(408) 428-8486
(Name, address and telephone number of agent for service)

CALCULATION OF REGISTRATION FEE

<TABLE>

<CAPTION>

| Title of Securities to be Registered | Amount to be Registered | Proposed Maximum Offering Price per Share* | Proposed Maximum Aggregate Offering Price* | Amount of Registration fee |
|---|-------------------------|--|--|----------------------------|
| <S> | <C> | <C> | <C> | <C> |
| Common Stock, \$.01 par value to be issued under Amended 1982 Incentive Stock Option Plan..... | 650,000 | \$14.00 | \$9,100,000 | \$3,137.93 |
| Common Stock, \$.01 par value, to be issued under Amended and Restated Directors' Option Plan.... | 60,000 | \$14.00 | \$ 840,000 | \$ 289.66 |
| TOTAL..... | | | \$9,940,000 | \$3,427.59 |

</TABLE>

* Estimated in accordance with Rule 457 (h) solely for the purpose of calculating the registration fee on the basis of \$14.00 per share, the closing price of the Registrant's Common Stock as reported on the NASDAQ National Market System on March 14, 1994.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Information Incorporated by Reference

There are hereby incorporated by reference in this Registration Statement the following documents and information heretofore filed with the Securities and Exchange Commission:

(a) Pursuant to Rule 429 under the Securities Act of 1933, as amended, this Registration Statement also relates to the Registrant's previous Registration Statements on Form S-8 Nos. 33-3806, 33-7820, 33-13673, 33-19169, 33-17001, 33-27983, 33-40276, 33-50184, and 33-59102 in addition to this Registration Statement.

(b) The Company's Annual Report on Form 10-K for the year ended September 30, 1993, filed pursuant to Section 13 or Section 15 (d) of the Securities Exchange Act of 1934, as amended (the "1934 Act").

(c) The Company's definitive proxy statement dated December 3, 1993 filed pursuant to Section 14 of the 1934 Act.

(d) The Company's quarterly report on Form 10-Q for the quarter ended December 31, 1993, filed pursuant to Section 13 or Section 15 (d) of the 1934 Act.

(e) The description of the Company's Common Stock contained in the Company's Registration Statement on Form 8-A, filed June 2, 1986, pursuant to Section 12 of the 1934 Act.

(f) The description of the Company's Common Stock Rights contained in the Company's Registration Statement on Form 8-A, filed December 14, 1988, and Amendment No. 1 thereto as filed July 15, 1991, pursuant to Section 12 of the 1934 Act.

All documents filed by the Company pursuant to Section 13 (a), 13 (c), 14 and 15 (d) of the 1934 Act after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing such documents.

Item 5. Interests of Named Experts and Counsel.

Allan D. Smirni, Vice President and General Counsel, who is rendering the opinion called for herein, owns 594 shares of the Company's common stock, and holds options to purchase

43,105 shares of the Company's common stock.

Item 8. Exhibits.

Exhibit Number

- 4.1* Common Stock Rights Plan, as amended and restated.
- 5.1 Opinion of counsel as to legality of securities being registered.
- 24.1 Consent of Independent Auditors.
- 24.3 Consent of Counsel (contained in Exhibit 5.1).
- 25.1 Power of Attorney (see page II-3).

* Incorporated by reference to Amendment No. 1 to Form 8-A filed July 15, 1991.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant, Pyramid Technology Corporation, a Delaware corporation, 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 Jose, State of California, on this 17th day of March, 1994.

PYRAMID TECHNOLOGY CORPORATION

By: /s/ Allan D. Smirni
Allan D. Smirni, Vice
President, General Counsel

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Richard H.

Lussier and Allan D. Smirni, jointly and severally, his attorneys-in-fact, each with the power of substitution, for him in any and all capacities, to sign any amendments to this Registration Statement on Form S-8, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may 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>

| Signature | Title | Date |
|---|--|-----------------------|
| <S> /s/ Richard H. Lussier Richard H. Lussier | <C> Director, Chairman and Chief Executive Officer (Principal Executive Officer) | <C> March 17, 1994 |
| /s/ John S. Chen John S. Chen | Director, President and Chief Operating Officer | March 17, 1994 |
| /s/ Kent L. Robertson Kent L. Robertson | Senior Vice President and Chief Financial Officer | March 17, 1994 |
| /s/ Donald E. Guinn Donald E. Guinn | Director | March 17, 1994 |
| /s/ Clarence W. Spangle Clarence W. Spangle | Director | March 17, 1994 |
| /s/ George D. Wells George D. Wells | Director | March 17, 1994 |

</TABLE>

CONSENT OF AUDITORS

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 1982 Incentive Stock Option Plan and Directors Option Plan of Pyramid Technology Corporation and to the incorporation by reference therein of

our reports dated October 29, 1993, with respect to the consolidated financial statements of Pyramid Technology Corporation incorporated by reference in its Annual Report (Form 10-K) for the year ended September 30, 1993 and the related financial schedules included therein, filed with the Securities and Exchange Commission.

ERNST & YOUNG

Palo Alto, California
March 16, 1994

EXHIBIT INDEX

<TABLE>
<CAPTION>

| Exhibit Number Page | | Sequentially Numbered |
|---------------------------|---|--------------------------|
| <S> | | <C> |
| 4.1 | Common Stock Rights Plan, as amended and restated | * |
| 5.1 | Opinion of counsel as to legality of securities being registered. | 11 |
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| 24.3 | Consent of Counsel (contained in Exhibit 5.1). | 11 |
| 25.1 | Power of Attorney (see page II-3). | 5 |

</TABLE>

* Incorporated by reference to Amendment No. 1 to Form 8-A filed July 15, 1991.

OPINION AND CONSENT OF COUNSEL

I have examined the Registration Statement on Form S-8 to be filed with the Securities and Exchange Commission on or about March 17, 1994, (the "Registration Statement") in connection with the registration under the Securities Act of 1933, as amended, of 650,000 shares of Pyramid Technology Corporation Common Stock under the Amended 1982 Incentive Stock Option Plan and 60,000 shares of Pyramid Technology Corporation Common Stock under the Amended and Restated

Directors' Option Plan. Such shares of Common Stock are referred to herein as the "Shares", and such plan is referred to herein as the "Plan." As counsel for Pyramid Technology Corporation, I have examined the proceedings taken and am familiar with the proceedings proposed to be taken in connection with the issuance and sale of the shares pursuant to the Plan.

It is my opinion that, when issued and sold in the manner described in the Plan and pursuant to the agreements which accompany each grant under the Plan, the Shares will be legally and validly issued, fully-paid and non-assessable.

I consent to the use of this opinion as an exhibit to the Registration Statement, and further consent to the use of my name wherever appearing in the Registration Statement and any amendments thereto.

Dated: March 17, 1994

/s/ Allan D. Smirni
Allan D. Smirni, Esquire
Vice President, General Counsel
Pyramid Technology Corporation