

# SECURITIES AND EXCHANGE COMMISSION

## FORM S-8

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

Filing Date: **2001-02-02**  
SEC Accession No. **0000950008-01-000042**

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### FILER

#### **ALLIANCE FIBER OPTIC PRODUCTS INC**

CIK: **1122342** | IRS No.: **770417039** | State of Incorpor.: **CA** | Fiscal Year End: **1231**  
Type: **S-8** | Act: **33** | File No.: **333-54874** | Film No.: **1523812**  
SIC: **3674** Semiconductors & related devices

Mailing Address  
735 NORTH PASTORIA AVE.  
SUNNYVALE CA 94085

Business Address  
735 NORTH PASTORIA AVE.  
SUNNYVALE CA 94085  
408-736-69

Registration No. 333-\_\_\_\_\_

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

ALLIANCE FIBER OPTIC PRODUCTS, INC.  
(Exact name of registrant as specified in its charter)

Delaware

77-0554122

(State or other jurisdiction of  
incorporation or organization)

(I.R.S. Employer  
Identification No.)

735 N. Pastoria Avenue  
Sunnyvale, California

94085

(Address of Principal Executive Offices)

(Zip Code)

ALLIANCE FIBER OPTIC PRODUCTS, INC. 2000 STOCK INVENTIVE PLAN  
(Full title of the plan)

PETER C. CHANG  
President and Chief Executive Officer  
Alliance Fiber Optic Product, Inc.  
735 North Pastoria Avenue  
Sunnyvale, California 94085  
(408) 736-6900

Copy to:  
GABRIELLA A. LOMBARDI, ESQ.  
Pillsbury Winthrop LLP  
2550 Hanover Street  
Palo Alto, CA 94304  
(650) 233-4500

(Name, address and telephone number,  
including area code, of agent for  
service)

<TABLE>

CALCULATION OF REGISTRATION FEE

<CAPTION>

Title of Securities To Be Registered	Amount To Be Registered(1)	Proposed Maximum Offering Price per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee
<S> Common Stock, \$0.001 par value	<C> 1,459,333 shares	<C> \$7.0625	<C> \$10,306,539.31	<C> \$2,577

- (1) Calculated pursuant to General Instruction E to Form S-8.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h)(1), based upon the average of the high and low sales prices of the Company's Common Stock on the Nasdaq National Market on January 26, 2001.

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The Registration Statement shall become effective upon filing in accordance with Rule 462 under the Securities Act of 1933.

INFORMATION REQUIRED PURSUANT  
TO GENERAL INSTRUCTION E TO FORM S-8

GENERAL INSTRUCTION E INFORMATION

This Registration Statement is being filed for the purpose of increasing the number of securities of the same class as other securities for which a Registration Statement of the Registrant on Form S-8 relating to the same employee benefit plan is effective.

Registrant's Form S-8 Registration Statement filed with the Securities and Exchange Commission on November 29, 2000 (File No. 333-50998) is hereby incorporated by reference.

Part II

INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents previously filed by Registrant with the Commission are hereby incorporated by reference in this Registration Statement:

- (1) Registrant's prospectus dated November 20, 2000, filed on November 21, 2000 pursuant to Rule 424(b) of the Securities Act, which contains audited financial statements for the Registrant's latest fiscal year for which such statements have been filed;
- (2) Registrant's Current Reports on Form 8-K (File No. 000-31857) filed on January 19, 2001; and
- (3) The description of the Common Stock contained in Registrant's Registration Statement on Form 8-A filed October 27, 2000, as amended November 14, 2000 (File No. 000-31857).

In addition, all documents subsequently filed by Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act of 1934 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 a part hereof from the date of filing of such documents.

EXHIBITS

Exhibit Number -----	Exhibit -----
5.1	Opinion of Pillsbury Winthrop LLP.
23.1	Consent of Independent Public Accountants.
23.2	Consent of Pillsbury Winthrop LLP (included in Exhibit 5.1).
24.1	Power of Attorney (see page 2)

- 1 -

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 Sunnyvale, State of California, on January 30, 2001.

ALLIANCE FIBER OPTIC PRODUCTS, INC.

By /S/ PETER C. CHANG

-----  
Peter C. Chang  
President and Chief Executive Officer  
(Principal Executive Officer)

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Peter C. Chang and John M. Harland, and each of them, his true and lawful attorneys-in-fact and agents, each 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 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, 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 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 date indicated:

Signature -----	Title -----	Date -----
/S/ PETER C. CHANG ----- Peter C. Chang	President and Chief Executive Officer (Principal Executive Officer) and Chairman	January 30, 2001
/S/ JOHN M. HARLAND ----- John M. Harland	Chief Financial Officer (Principal Financial Accounting Officer)	January 30, 2001
/S/ R. DAVID DICIOCCIO ----- R. David Dicioccio	Director	January 30, 2001
/S/ GWONG-YIH LEE ----- Gwong-Yih Lee	Director	January 30, 2001
/S/ PETER T. MORRIS ----- Peter T. Morris	Director	January 30, 2001
----- Michael Tung	Director	
/S/ JAMES C. YEH ----- James C. Yeh	Director	January 30, 2001

- 2 -

INDEX TO EXHIBITS

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- 3 -

[PILLSBURY WINTHROP LLP LETTERHEAD]

February 1, 2001

Alliance Fiber Optic Products, Inc.  
735 North Pastoria Avenue  
Sunnyvale, CA 94085

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

With reference to the Registration Statement on Form S-8 to be filed by Alliance Fiber Optic Products, Inc., a Delaware corporation (the "Company"), with the Securities and Exchange Commission under the Securities Act of 1933, as amended, relating to 1,459,333 shares of the Company's Common Stock (the "Shares") issuable pursuant to the Alliance Fiber Optic Products, Inc. 2000 Stock Incentive Plan (the "Stock Plan"), it is our opinion that the Shares have been duly authorized and, when issued and sold in accordance with the Stock Plan, will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion with the Securities and Exchange Commission as Exhibit 5.1 to the Registration Statement.

Very truly yours,

/s/ PILLSBURY WINTHROP LLP

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in this registration statement of our reports dated October 20, 2000, included in the Alliance Fiber Optic Products, Inc. and subsidiary Form S-1, for the quarter ended September 30, 2000 and to all references to our Firm included in this registration statement.

/s/ PRICEWATERHOUSECOOPERS LLP

PricewaterhouseCoopers LLP

San Jose, California

February 1, 2001