

SECURITIES AND EXCHANGE COMMISSION

FORM S-8

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

Filing Date: **2005-05-02**
SEC Accession No. **0001104659-05-019463**

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FILER

@ROAD, INC

CIK: **1109537** | IRS No.: **943209170** | State of Incorpor.: **CA** | Fiscal Year End: **1231**
Type: **S-8** | Act: **33** | File No.: **333-124519** | Film No.: **05788281**
SIC: **7373** Computer integrated systems design

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM S-8

**REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933**

@ROAD, INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction)
of incorporation or
organization)

94-3209170
(I.R.S. Employer Identification Number)

**47071 Bayside Parkway
Fremont, California 94538**
(Address, including zip code, of Registrant's principal executive office)

@Road, Inc. 2005 Stock Option Plan
(Full title of the plan)

**Krish Panu
Chief Executive Officer
47071 Bayside Parkway
Fremont, California 94538
(510) 668-1638**
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copy to:

**James D. Fay
General Counsel
@Road, Inc.
47071 Bayside Parkway
Fremont, California 94538
(510) 668-1638**

**Mark B. Weeks
Heller Ehrman LLP
275 Middlefield Road
Menlo Park, California 94025
(650) 324-7000**

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.0001 par value	146,146 Shares	\$3.535	\$516,626	\$61

- (1) Pursuant to the Acquisition Agreement (the "Acquisition Agreement") dated as of December 15, 2004 by and among Registrant, Vidus Limited and NV Partners III-BT LP, Registrant exchanged options to purchase share of Registrant's common stock for all of the outstanding vested options to purchase common shares of Vidus Limited, with appropriate adjustments to the number of shares and exercise price of each exchanged option.
- (2) Estimated solely for the purpose of computing the amount of the registration fee based on the average of the high and low prices per share for the Registrant's common stock as reported on the Nasdaq National Market on April 28, 2005 in accordance with Rule 457 under the Securities Act of 1933.

PART I
INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

- Item 1. **Plan Information.***
- Item 2. **Registrant Information and Employee Plan Annual Information.***

* The document(s) containing the information specified in Part I of Form S-8 have been or will be sent or given to employees as specified by Rule 428(b)(1) under the Securities Act of 1933, as amended (the "Securities Act").

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

- Item 3. **Incorporation of Documents by Reference.**

The following documents filed by the Registrant with the Securities and Exchange Commission (the "Commission") are incorporated by reference into this Registration Statement:

- (a) The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2004, filed with the Commission on March 15, 2005.
- (b) The Registrant's Current Reports on Form 8-K, filed with the Securities and Exchange Commission on January 18, 2005, February 22, 2005 (but only as to the information reported under Items 1.01, 2.01, 5.03 and 9.01 of such Current Reports) and May 2, 2005
- (c) The description of the Registrant's common stock set forth in the Registrant's Registration Statement on Form 8-A, filed with the Commission on September 12, 2000.

All documents filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered hereby 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 4. **Description of Securities.** Not applicable.

Item 5. **Interests of Named Experts and Counsel.**

For purposes of this Registration Statement, Heller Ehrman LLP is giving its opinion on the validity of the shares being registered. As of the date of this Registration Statement, certain attorneys of Heller Ehrman LLP own an aggregate of approximately 2,500 shares of the Registrant's common stock.

Item 6. **Indemnification of Directors and Officers.**

Section 145 of the Delaware General Corporation Law authorizes a court to award, or a corporation's board of directors to grant, indemnity to directors and officers in terms sufficiently broad to permit such indemnification under certain circumstances for liabilities (including reimbursement for expenses incurred) arising under the Securities Act. Articles Twelve and Thirteen of the Registrant's certificate of incorporation and Article VI of the Registrant's bylaws provide for indemnification of the Registrant's directors, officers, employees and other agents to the maximum extent permitted by Delaware law, as it may be amended from time to time. In addition, the Registrant has entered into indemnification agreements with its officers and directors to provide the maximum protection permitted by Delaware law as it may be amended from time to time. The Registrant also maintains directors' and officers' liability insurance.

Item 7. **Exemption from Registration Claimed.** Not applicable.

Item 8. **Exhibits.**

Exhibit

Number

- 4.1* @Road, Inc. 2005 Stock Option Plan (Incorporated by reference from Exhibit 10.49 to the Registrant's Current Report on Form 8-K filed with the Commission on February 22, 2005).
- 4.2* Amended and Restated Certificate of Incorporation of @Road, Inc. (Incorporated by reference from Exhibit 3.5 to the Registrant's Registration Statement on Form S-1 originally filed with the Commission on July 13, 2000).
- 4.3* Certificate of Designations, Rights and Preferences of Series A-1 and Series A-2 Redeemable Preferred Stock and Series B-1 and Series B-2 Redeemable Preferred Stock (Incorporated by reference from Exhibit 3.6 to the Registrant's Current Report on Form 8-K filed with the Commission on February 22, 2005).
- 4.4* Amended and Restated Bylaws of @Road, Inc. (Incorporated by reference to Exhibit 3.4 to Registrant's Annual Report on Form 10-K/A filed with the Commission on July 29, 2003).
- 4.5* Specimen Stock Certificate (Incorporated by reference to Exhibit 4.1 to Registrant's Registration Statement on Form S-1 originally filed with the Commission on July 13, 2000).
- 5.1 Opinion of Heller Ehrman LLP.
- 23.1 Consent of Heller Ehrman LLP (included in Exhibit 5.1).
- 23.2 Consent of Independent Registered Public Accounting Firm.
- 23.3 Consent of Independent Registered Public Accounting Firm.
- 24.1 Power of Attorney (see Page 5).

* Not filed herewith. Previously filed as noted.

Item 9. **Undertakings.**

The undersigned Registrant hereby undertakes:

- (1) to file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement to include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement.
- (2) that, for purposes of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.
- (3) to remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

Insofar as the indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in a successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question of whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

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 Fremont, State of California, on this 2nd day of May, 2005.

@ROAD, INC.

By: /s/ Krish Panu

Krish Panu

Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints, joint and severally, Krish Panu and Michael Johnson, and each of them, his attorney-in-fact, with full power of substitution in each, to sign any amendments to this Registration Statement (including post-effective amendments), and to file the same and other documents in connection therewith, with the Commission, hereby ratifying and confirming all that the attorneys-in-fact, or his or her substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Krish Panu</u> Krish Panu	Chairman of the Board of Directors, President and Chief Executive Officer (Principal Executive Officer)	May 2, 2005
<u>/s/ Michael Johnson</u> Michael Johnson	Chief Financial Officer (Principal Financial Officer; Principal Accounting Officer)	May 2, 2005
<u>/s/ Kris Chellam</u> Kris Chellam	Director	May 2, 2005
<u>/s/ Charles Levine</u> Charles E. Levine	Director	May 2, 2005
<u>/s/ T. Peter Thomas</u> T. Peter Thomas	Director	May 2, 2005
<u>/s/ James Davis</u> James Davis	Director	May 2, 2005

INDEX TO EXHIBITS

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* Not filed herewith. Previously filed as noted.

April 29, 2005

@Road, Inc.
47071 Bayside Parkway
Fremont, California 94538

RE: REGISTRATION STATEMENT ON FORM S-8

Ladies and Gentlemen:

This opinion is furnished to @Road, Inc. (the "Company") in connection with the filing of a Registration Statement on Form S-8 (the "Registration Statement") with the Securities and Exchange Commission under the Securities Act of 1933, as amended, relating to the proposed sale by the Company of up to 146,146 shares (the "Shares") of common stock, par value \$0.0001 (the "Common Stock"), issuable by the Company under the @Road, Inc. 2005 Stock Option Plan (the "Plan").

We have based our opinion upon our review of the following records, documents, instruments and certificates:

- (1) The Amended and Restated Certificate of Incorporation of the Company, as amended to date (the "Certificate"), certified by the Delaware Secretary of State as of April 25, 2005, and certified to us by an officer of the Company as being complete and in full force and effect as of the date of this opinion;
- (2) The Amended and Restated Bylaws of the Company (the "Bylaws") certified to us by an officer of the Company as being complete and in full force and effect as of the date of this opinion;
- (3) Records certified to us by an officer of the Company as constituting all records of proceedings and of actions of the Board of Directors and stockholders relating to the adoption of the Plan and the reservation of the Shares for issuance pursuant to the Plan;
- (4) The Plan; and
- (5) Information provided by the Company's transfer agent as to the number of shares of Common Stock outstanding as of April 27, 2005.

In connection with this opinion, we have, with your consent, assumed the authenticity of all records, documents and instruments submitted to us as originals, the genuineness of all signatures, the legal capacity of natural persons and the authenticity and conformity to the originals of all records, documents and instruments submitted to us as copies. This opinion is limited to the federal laws of the United States of America and the Delaware General Corporation Law, and we disclaim any opinion as to the laws of any other jurisdiction. We further disclaim any opinion as to any statute, rule, regulation, ordinance, order or other promulgation of any regional or local governmental body or as to any related judicial or administrative opinion.

Our opinion is qualified to the extent that in the event of a stock split, share dividend or other reclassification of the Common Stock effected subsequent to the date hereof, the number of shares of Common Stock issuable under the Plan may be adjusted automatically, as set forth in the terms of the Plan, such that the number of such shares, as so adjusted, may exceed the number of Company's remaining authorized, but unissued shares of Common Stock following such adjustment.

Based on the foregoing and our examination of such questions of law as we have deemed necessary or appropriate for the purpose of this opinion, and assuming that (i) the Registration Statement becomes and remains effective during the period when the Shares are offered and issued, (ii) the full consideration stated in the Plan is paid

for each Share and that such consideration in respect of each Share includes payment of cash or other lawful consideration, (iii) appropriate certificates evidencing the Shares are executed and delivered by the Company, and (iv) all applicable securities laws are complied with, it is our opinion that the Shares covered by the Registration Statement, when issued by the Company, will be validly issued, fully paid and nonassessable.

This opinion is rendered to you and is solely for your benefit and the benefit of your stockholders and purchasers of the Shares. This opinion may not be relied upon by any other person, firm, corporation or other entity without our prior written consent. We disclaim any obligation to advise you of any change of law that occurs, or any facts of which we become aware, after the date of this opinion.

We consent to the use of this opinion as an exhibit to the Registration Statement and further consent to the use of our name wherever it appears in the Registration Statement and in any amendment to it.

Very truly yours,

/s/ HELLER EHRMAN LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated March 14, 2005, relating to the financial statements and financial statement schedule of @Road, Inc. and its subsidiary and management' s report on the effectiveness of internal control over financial reporting appearing in the Annual Report on Form 10-K of @Road, Inc. for the year ended December 31, 2004.

/s/ DELOITTE & TOUCHE LLP

San Jose, California

April 29, 2005

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference of said reports in the Registration Statements of @Road, Inc. on Form S-8, effective April 29, 2005. We have issued our reports dated April 29, 2005, accompanying the financial statements included in the Current Report of @Road, Inc. on Form 8-K/A for the year ended December 31, 2004.

/s/ GRANT THORNTON UK LLP

Cambridge, UK

April 29, 2005
