

SECURITIES AND EXCHANGE COMMISSION

FORM S-8

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

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FILER

MGC COMMUNICATIONS INC

CIK: **1047960** | IRS No.: **880360042** | State of Incorporation: **NV** | Fiscal Year End: **1231**
Type: **S-8** | Act: **33** | File No.: **333-86865** | Film No.: **99709231**
SIC: **4813** Telephone communications (no radiotelephone)

Mailing Address	Business Address
<i>MGC COMMUNICATIONS INC</i>	<i>3301 N. BUFFALO DRIVE</i>
<i>3165 PALMS CENTRE DR</i>	<i>LAS VEGAS NV 89129</i>
<i>LAS VEGAS NV 89103</i>	<i>7023101000</i>

SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

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

 MGC COMMUNICATIONS, INC.
 (Exact name of registrant as specified in its charter)

Nevada
 (State or other Jurisdiction of
 incorporation or organization)

88-0360042
 (I.R.S. Employer
 Identification No.)

3301 N. BUFFALO DR.
 LAS VEGAS, NEVADA 89129
 (Address, including zip code,
 of registrant's principal executive offices)

MGC COMMUNICATIONS, INC. STOCK OPTION PLAN
 (Full title of the plan)

KENT F. HEYMAN, ESQ.
 3301 N. BUFFALO DRIVE
 LAS VEGAS, NEVADA 89129
 (702) 310-1000

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

 Copies to:
 ROBERT B. GOLDBERG, ESQ.
 ELLIS, FUNK, GOLDBERG, LABOVITZ & DOKSON, P.C.
 SUITE 400
 3490 PIEDMONT ROAD, N.E.
 ATLANTA, GEORGIA 30305
 (404) 233-2800

CALCULATION OF REGISTRATION FEE

<TABLE>
 <CAPTION>

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (3)	Amount of Registration Fee
<S> Common Stock, \$.001 par value per share	<C> 2,240,000	<C> \$ 21.625	<C> \$ 48,440,000	<C> \$ 13,466.32

</TABLE>

- (1) 2,392,740 shares under this Plan were previously registered on Form S-8, filed July 30, 1998, Commission file no. 333-60141.
- (2) The price is estimated in accordance with Rule 457(h)(1) under the Securities Act of 1933, as amended, solely for the purpose of calculating the registration fee and is equal to \$21.625, the average of the high and low sales prices of the Common Stock as reported on the NASDAQ Stock Market on September 2, 1999.

- (3) Price for the additional 2,240,000 shares registered hereby is calculated by multiplying the proposed maximum aggregate offering price per share by the amount to be registered.

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- * Separately given to participants. Pursuant to the rules for filing a Registration Statement on Form S-8, such information is contained in a document which does not constitute a part of this Registration Statement but which shall, together with the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II hereof, constitute a prospectus under Section 10(a) of the Securities Act of 1933.

PART I

INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

- ITEM 1: PLAN INFORMATION
Omitted.
- ITEM 2: REGISTRANT INFORMATION AND EMPLOYEE PLAN ANNUAL INFORMATION
Omitted.

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PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

- ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents filed by MGC Communications, Inc. (the

"Company") with the Commission are incorporated herein by reference:

- (a) The Company's Annual Report on Form 10-K for the year ended December 31, 1998.
- (b) The Company's Quarterly Reports on Form 10-Q for the quarters ended March 31, 1999 and June 30, 1999.
- (c) The description of the Company's Common Stock contained in its Registration Statement on Form 8-A dated April 21, 1998, and in that certain Registration Statement on Form S-3 (No. 333-79863) registering shares of the Company's Common Stock under the Securities Act of 1933, as amended, filed with the Commission.

In addition to the foregoing, all documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, prior to the filing of a post-effective amendment indicating that all of the securities offered hereunder 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 of such documents. Any statement contained in a document incorporated by reference in this Registration Statement shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document that is also incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

ITEM 4. DESCRIPTION OF SECURITIES

Not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

The legality of the Common Stock offered hereby has been passed on for the Company by Ellis, Funk, Goldberg, Labovitz & Dokson, P.C., Atlanta, Georgia. Certain shareholders of Ellis, Funk, Goldberg, Labovitz & Dokson, P.C. own 21,600 shares of Common Stock of the Company.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Company's Amended Articles of Incorporation provide that directors of the Company will not be personally liable for monetary damages to the Company for certain breaches of their fiduciary duty as directors to the fullest extent allowable by Nevada law. Under current Nevada law, directors would remain liable for: (i) acts or omissions which involve intentional misconduct, fraud or a knowing violation of law, and (ii) approval of certain illegal dividends or redemptions. In appropriate circumstances, equitable remedies or nonmonetary relief, such as an injunction, will remain available to a stockholder seeking redress from any such violation. In addition, the provision applies only to claims against a director arising out of his role as a director and not in any other capacity (such as an officer or employee of the Company).

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The Company also has the obligation, pursuant to the Company's By-laws, to indemnify any director or officer of the Company for all expenses incurred by them in connection with any legal action brought or threatened against such person for or on account of any action or omission alleged to have been committed while acting in the course and scope of the person's duties, if the person acted in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the Company, and with respect to criminal actions, had no reasonable cause to believe the person's conduct was unlawful, provided that such indemnification is made pursuant to then existing provisions of Nevada General Corporation Law at the time of any such indemnification.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED

Not Applicable.

ITEM 8. EXHIBITS

<TABLE>

<S>	<C>	<C>
4.1	--	MGC Communications, Inc. Stock Option Plan. (Incorporated by reference to the Registrant's Registration Statement on Form S-4 (File No. 333-38875) previously filed with the Commission.)
4.2	--	Form of Stock Option Agreement under Stock Option Plan. (Incorporated by reference to the Registrant's Registration Statement on Form S-8 (File No. 333-60141) previously filed with the Commission.)
5	--	Opinion of Ellis, Funk, Goldberg, Labovitz & Dokson, P.C.
23.1	--	Consent of Arthur Andersen LLP.
23.2	--	Consent of KPMG, LLP.
23.3	--	Consent of Ellis, Funk, Goldberg, Labovitz & Dokson, P.C. (included in Exhibit 5).

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ITEM 9. UNDERTAKINGS

(a) 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:

- (i) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933;
- (ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement; and
- (iii) 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;

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provided, however, that paragraphs (1)(i) and (1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the Registrant pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, 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.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) 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.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 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 Securities and Exchange Commission such indemnification is against public policy as expressed in the 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 the 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 whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

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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 Las Vegas, State of Nevada on the 8th day of September, 1999.

MGC COMMUNICATIONS, INC.

By: /s/ Nield J. Montgomery

 Nield J. Montgomery, President and Chief
 Executive Officer

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 below.

<TABLE>		
<S>	<C>	<C>
/s/ Nield J. Montgomery	President (principal	September 8, 1999
-----	executive officer) and Director	
Nield J. Montgomery		
/s/ Linda M. Sunbury	Senior Vice President	September 8, 1999
-----	(principal financial and	
Linda M. Sunbury	accounting officer)	
/s/ Maurice J. Gallagher, Jr.	Chairman of the Board	September 8, 1999
-----	and Director	
Maurice J. Gallagher, Jr.		
-----	Director	, 1999
Timothy P. Flynn		

/s/ Jack L. Hancock ----- Jack L. Hancock	Director	September 8, 1999
/s/ David Kronfeld ----- David Kronfeld	Director	September 8, 1999
/s/ Thomas Neustaetter ----- Thomas Neustaetter	Director	September 8, 1999
----- Paul J. Salem	Director	, 1999

</TABLE>

ELLIS, FUNK, GOLDBERG, LABOVITZ & DOKSON, P. C.

ATTORNEYS AT LAW
ONE SECURITIES CENTRE
SUITE 400
3490 PIEDMONT ROAD
ATLANTA, GEORGIA 30305
404-233-2800
FACSIMILE 404-233-2188

September 7, 1999

MGC Communications, Inc.
3301 N. Buffalo Drive
Las Vegas, NV 89129

Re: MGC Communications, Inc. Registration Statement on Form S-8

Gentlemen:

At your request we have examined the Registration Statement on Form S-8 filed by MGC Communications, Inc. (the "Company"), a Nevada corporation, with the Securities and Exchange Commission with respect to the registration under the Securities Act of 1933, as amended, of an additional 2,240,000 shares of Common Stock, \$.001 par value per share, of the Company (the "Common Stock") issuable by the Company upon the exercise of options that have been granted or may be granted under the Company's Stock Option Plan (the "Option Plan").

As your counsel, and in connection with the preparation of the Registration Statement, we have examined the originals or copies of such documents, corporate records, certificates of public officials, officers of the Company and other instruments relating to the authorization and issuance of the Common Stock as we deemed relevant or necessary for the opinion herein expressed.

Upon the basis of the foregoing, it is our opinion that the Common Stock to be issued and sold by the Company under the Option Plan will be, upon exercise of the options in accordance with the terms of the Option Plan (including payment by the optionee of the option exercise price) and issuance of shares by the Company, legally issued, fully-paid and nonassessable.

We hereby consent to the use of this opinion as an exhibit to the Registration Statement and further consent to the use of our name in the "Legal" section of the Registration Statement, including the Prospectus constituting a part thereof, and any amendments thereto.

Yours truly,

ELLIS, FUNK, GOLDBERG, LABOVITZ
& DOKSON, P.C.

By: /s/ Robert B. Goldberg

Robert B. Goldberg

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 March 2, 1999 included in MGC Communications, Inc.'s Form 10-K for the year ended December 31, 1998 and registration statement on Form S-3/A (No. 333-79863) and to all references to our Firm included in this registration statement.

ARTHUR ANDERSEN LLP

Las Vegas, Nevada
September 3, 1999

[KPMG LETTERHEAD]

2300 West Sahara Avenue
Suite 300, Box 28
Las Vegas, NV 89102

EXHIBIT 23.2

INDEPENDENT AUDITORS' CONSENT

The Board of Directors
MGC Communications, Inc.:

We consent to the incorporation by reference in the Form S-8 Registration Statement (No. 333-79863) of MGC Communications, Inc., to be filed on or about September 8, 1999, of our report dated August 18, 1997, with respect to the statements of operations, stockholders' equity and cash flows of MGC Communications, Inc. for the year ended December 31, 1996, which report appears in the December 31, 1998 annual report on Form 10-K of MGC Communications, Inc.

KPMG LLP

Las Vegas, Nevada
September 8, 1999