

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

INTERVIDEO INC

CIK: **1114084** | IRS No.: **943300070** | State of Incorpor.: **CA** | Fiscal Year End: **1231**
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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
Under
The Securities Act of 1933

INTERVIDEO, INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

94-3300070
(I.R.S. Employer
Identification Number)

46430 Fremont Boulevard
Fremont, California 94538
(Address, including zip code, of Registrant's principal executive offices)

INTERVIDEO, INC. 2003 STOCK PLAN
INTERVIDEO, INC. 2003 EMPLOYEE STOCK PURCHASE PLAN
(Full title of the plan)

Steve Ro
President and Chief Executive Officer
46430 Fremont Boulevard
Fremont, California 94538
(510) 651-0888
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Matthew W. Sonsini, Esq.
Wilson Sonsini Goodrich & Rosati
Professional Corporation
650 Page Mill Road
Palo Alto, CA 94304
(650) 493-9300

CALCULATION OF REGISTRATION FEE

Title of Each Class 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
Common Stock \$0.001 par value per share, to be issued pursuant to the 2003 Stock Plan	1,331,103 shares (3)	\$ 9.64	\$ 12,831,833	\$ 1,511
Common Stock \$0.001 par value per share, to be issued pursuant to the 2003 Employee Stock Purchase Plan	399,331 shares (3)	\$ 9.64	\$ 3,849,551	\$ 453
Total Registration Fee				\$ 1,964

- (1) Plus such indeterminable number of additional shares as may be issued as a result of an adjustment in the shares in the event of a stock split, stock dividend or similar capital adjustment, as required by the Plans.
- (2) Estimated in accordance with Rule 457(c) under the Securities Act of 1933, as amended, (the "Securities Act") solely for the purpose of calculating the registration fee. The price per share and aggregate offering price are based upon the average of the high and low prices per share of the Common Stock as reported on Nasdaq Stock Market on April 28, 2005, or \$9.64.
- (3) Represents an increase in the number of shares authorized for issuance under the 2003 Stock Plan and 2003 Employee Stock Purchase Plan, respectively.

Explanatory Note—Registration of Additional Securities

This Registration Statement is filed pursuant to Item E under the general instruction to Form S-8 under the Securities Act of 1933, as amended, with respect to an aggregate of 1,730,434 additional shares of Common Stock that may be issued pursuant to the Registrant's 2003 Stock Plan and 2003 Employee Stock Purchase Plan (collectively, the "Plans") as a result of certain automatic increases in the number of shares authorized under the Plans. Accordingly, the contents of the Registrant's Form S-8 Registration Statement (Registration Statement No. 333-107441) filed by the Registrant with the Securities and Exchange Commission on July 29, 2003 is incorporated herein by reference.

PART I

INFORMATION REQUIRED IN THE PROSPECTUS

Not filed as part of this Registration Statement pursuant to the instructions to Part I of Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed or to be filed by the Registrant with the Securities and Exchange Commission (the "Commission") and are incorporated herein by reference:

- (a) Registration Statement on Form S-8 as filed on July 29, 2003 relating to the Registrant's Stock Plans.
- (b) Annual Report on Form 10-K for the year ended December 31, 2004, as filed on March 31, 2005 and as amended on May 2, 2005.
- (c) Current Reports on Form 8-K filed on February 17, 2005, March 14, 2005, March 25, 2005 and April 21, 2005 (except for the portions thereof furnished to rather than filed with the Securities and Exchange Commission).
- (d) The description of our Common Stock contained in the Registration Statement on Form 8-A filed on July 14, 2003 and any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act of 1934 (the "Exchange Act"), prior to the filing of a post-effective amendment to the registration statement which indicates that all of the shares of Common Stock offered have been sold or which deregisters all of such shares 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 the filing of such documents; except as to any portion of any future annual or quarterly report to stockholders or document that is not deemed filed under such provisions. For the purposes of this registration statement, any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such 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.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Section 145 (“Section 145”) of the General Corporation Law of the State of Delaware, as the same exists or may hereafter be amended (the “General Corporation Law”) provides that a Delaware corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of such corporation) by reason of the fact that such person is or was a director, officer, employee or agent of such corporation, or is or was serving at the request of such corporation as a director, officer, employee or agent of another corporation or enterprise. The indemnity may include expenses (including attorney’s fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, provided such person acted in good faith and in a manner he reasonably believed to be in or not opposed to the corporation’s best interests and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his conduct was illegal.

Section 145 further authorizes a corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation or enterprise, against any liability asserted against such person and incurred by such person in any such capacity, arising out of such person’s status as such, whether or not the corporation would otherwise have the power to indemnify such person against such liability under Section 145.

Registrant’s Amended and Restated Certificate of Incorporation contains certain provisions permitted under the Delaware General Corporation Law relating to the liability of directors. These provisions eliminate a director’s personal liability for monetary damages resulting from a breach of fiduciary duty as a director.

Registrant’s Bylaws provide that Registrant shall indemnify and hold harmless, to the fullest extent, its directors and officers (and may indemnify its employees and other agents) involved in any action, lawsuit or proceeding by reason of the fact that he or she is or was a director or officer (or employee or agent). The Registrant’s Bylaws also permit Registrant to secure insurance on behalf of any officer, director, employee or other agent for any liability arising out of his or her actions in such capacity, regardless of whether Registrant would have the power to indemnify him or her against such liability under the General Corporation law of Delaware.

Registrant’s directors and officers are covered by insurance maintained by Registrant against specified liabilities for actions taken in their capacities as such, including liabilities under the Securities Act of 1933, as amended. In addition, the Registrant has entered into agreements with its directors and officers providing indemnification of such directors and officers by the Registrant to the fullest extent permitted by law, subject to certain limited exceptions.

Item 7. Exemption from Registration Claimed.

Not Applicable.

Item 8. Exhibits.**Exhibit**

<u>Number</u>	<u>Document Description</u>
4.1(1)	Amended and Restated Certificate of Incorporation.
4.2(1)	Amended and Restated Bylaws.
4.3(1)	2003 Stock Plan and form of option agreement.
4.4(1)	2003 Employee Stock Purchase Plan and form of subscription agreement.
5.1	Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation.
23.1	Consent of Independent Registered Public Accounting Firm.
23.3	Consent of Wilson Sonsini Goodrich & Rosati (included in Exhibit 5.1).
24.1	Power of Attorney (page II-5)
(1)	Incorporated by reference to the Registrant's Registration statement on Form S-1, No. 333-102851, originally filed with the Commission on January 30, 2003.

Item 9. Undertakings.

The undersigned Registrant hereby undertakes:

(a) 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 (the "Securities Act");

(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;

(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;

Provided, however, that paragraphs (a)(1)(i) and (a)(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 Section 15(d) of the Exchange Act that are incorporated by reference in this registration statement.

(b) That, for the purpose 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.

(c) 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 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 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.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 May 2, 2005.

/s/ Steve Ro _____

Steve Ro

President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Steve Ro and Randall Bambrough, and each of them individually, his attorney-in-fact, with the power of substitution, for him in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective statements), and to sign any registration statement for the same offering covered by this Registration Statement that is to be effective upon filing pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended, and all post-effective amendments thereto, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-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 in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that such attorney-in-fact, or his substitute, may lawfully do or cause to be done by virtue hereof. This Power of Attorney may be signed in several counterparts.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated.

Signature _____	Title _____	Date _____
/s/ Steve Ro Steve Ro	President, Chief Executive Officer and Director (principal executive officer)	May 2, 2005
/s/ Randall Bambrough Randall Bambrough	Chief Financial Officer (principal financial and accounting officer)	May 2, 2005
/s/ Joseph Zaelit Joseph Zaelit	Director	May 2, 2005
/s/ Henry Shaw Henry Shaw	Director	May 2, 2005
/s/ George Haber George Haber	Director	May 2, 2005
/s/ Joseph Liu Joseph Liu	Director	May 2, 2005

EXHIBIT INDEX

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(1)	Incorporated by reference to the Registrant's Registration statement on Form S-1, No. 333-102851, originally filed with the Commission on January 30, 2003.

[Wilson Sonsini Goodrich & Rosati Letterhead]

May 2, 2005

InterVideo, Inc.
46430 Fremont Boulevard
Fremont, California 94538

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 to be filed by you with the Securities and Exchange Commission on or about May 2, 2005 (the "Registration Statement"), in connection with the registration under the Securities Act of 1933, as amended, of an aggregate of 1,730,434 shares of Common Stock, par value \$0.001 per share (the "Shares"), reserved for issuance pursuant to the 2003 Stock Plan and the 2003 Employee Stock Purchase Plan (together, the "Plans"). As your legal counsel, we have examined the proceedings taken and are familiar with the proceedings proposed to be taken by you in connection with the sale and issuance of the Shares under the Plans.

It is our opinion that the Shares will be, when issued and sold in the manner referred to in the Plans, legally and validly issued, fully paid and nonassessable.

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 appearing in the Registration Statement and any subsequent amendment thereto.

Very truly yours,

WILSON SONSINI GOODRICH & ROSATI
Professional Corporation

/s/ Wilson Sonsini Goodrich & Rosati

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors and Stockholders
InterVideo, Inc.:

We consent to the incorporation by reference in this Registration Statement on Form S-8 of InterVideo, Inc. of our report dated March 31, 2005, with respect to the consolidated balance sheets of InterVideo, Inc. and subsidiaries as of December 31, 2004 and 2003, and the related consolidated statements of income, changes in stockholders' equity and comprehensive income, and cash flows for each of the years in the three-year period ended December 31, 2004, which report appears in the December 31, 2004 annual report on Form 10-K of InterVideo, Inc. We also consent to the incorporation by reference in this Registration Statement on Form S-8 of InterVideo, Inc. of our reports dated April 29, 2005 with respect to management's assessment of the effectiveness of internal control over financial reporting as of December 31, 2004, and the effectiveness of internal control over financial reporting as of December 31, 2004, which report was filed in an amendment to InterVideo, Inc.'s December 31, 2004 annual report on Form 10-K/A of InterVideo, Inc.

Our report dated April 29, 2005, on management's assessment of the effectiveness of internal control over financial reporting and the effectiveness of internal control over financial reporting as of December 31, 2004, expresses our opinion that InterVideo, Inc. did not maintain effective internal control over financial reporting as of December 31, 2004 because of the effect of the material weaknesses on the achievement of the objectives of the control criteria and contains explanatory paragraphs that state:

1. The Company did not have adequate controls and procedures in place to effectively identify and monitor amendments to software license arrangements. As a result of these deficiencies, the Company's accounting personnel may not be made aware of changes to software license arrangements that require recognition in the Company's financial accounting records. Accordingly, errors in the Company's accounting for revenue may occur and not be detected. These control deficiencies result in more than a remote likelihood that a material misstatement of the Company's annual or interim financial statements would not be prevented or detected on a timely basis by employees during the normal course of performing their assigned functions.
2. The Company did not have adequate controls and processes in place, including management oversight and review, over its income tax accounting practices, estimates, calculations and required disclosures. As a result of these deficiencies, material errors were identified in the Company's computation of the current period income tax expense and in amounts reported as deferred income taxes in the Company's income tax disclosures.
3. The Company did not have adequate controls within its accounting and financial information systems over user access, segregation of duties, and the monitoring of information systems. As a result of these deficiencies, the Company identified instances whereby users had access to and authority to initiate transactions within certain modules and applications of the accounting and financial systems that were not consistent with their respective roles and responsibilities. Such inappropriate access rights and inappropriate segregation of duties give rise to the potential for unauthorized and undetected activity within the Company's information systems and results in more than a remote likelihood that a material misstatement of the Company's annual or interim financial statements would not be prevented or detected on a timely basis by employees during the normal course of performing their assigned functions.

/s/ KPMG LLP

Mountain View, California
April 29, 2005