

# SECURITIES AND EXCHANGE COMMISSION

## FORM S-8

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

Filing Date: **2007-12-10**  
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### FILER

#### **HARRIS INTERACTIVE INC**

CIK: **1094238** | IRS No.: **161538028** | State of Incorporation: **DE** | Fiscal Year End: **0630**  
Type: **S-8** | Act: **33** | File No.: **333-147971** | Film No.: **071296486**  
SIC: **8742** Management consulting services

Business Address  
135 CORPORATE WOODS  
ROCHESTER NY 14623-1457  
7162728400



**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM S-8**

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

**HARRIS INTERACTIVE INC.**

(Exact Name of Registrant as Specified in Its Charter)

**DELAWARE**

(State or Other Jurisdiction of Incorporation or Organization)

**16-1538028**

(IRS Employer Identification No.)

**60 Corporate Woods**

**Rochester, New York 14623**

(Address of Principal Executive Offices)

**2007 EMPLOYEE STOCK PURCHASE PLAN**

(Full Title of the Plan)

**Gregory T. Novak  
President and  
Chief Executive Officer  
Harris Interactive Inc.  
60 Corporate Woods  
Rochester, New York 14623  
(585) 272-8400**

(Name, Address, and Telephone Number, Including Area Code, of Agent for Service)

**with a copy to:  
Beth Ela Wilkens, Esq.  
Harris Beach PLLC  
99 Garnsey Road  
Pittsford, New York 14534  
(585) 419-8800**

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered(1)(2)</b>	<b>Proposed Maximum Offering Price Per Share(3)</b>	<b>Proposed Maximum Aggregate Offering Price(3)</b>	<b>Amount of Registration Fee</b>
Common Stock, \$.001 par value	500,000	\$ 4.02	\$ 2,010,000	\$ 61.71

- (1) The Registration Statement also includes an indeterminate number of additional shares that may become issuable pursuant to antidilution provisions of the 2007 Employee Stock Purchase Plan.
- (2) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this Registration Statement also covers an indeterminate amount of interests to be offered and sold pursuant to the 2007 Employee Stock Purchase Plan.
- (3) In accordance with Rule 457(h)(1) and 457(c), calculated on the basis of the high and low prices of the Common Stock on the Nasdaq Stock Exchange on December 5, 2007.



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## PART I

### INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The documents containing the information specified in Part I of Form S-8 will be sent or given to employees as specified by Rule 428(b)(1) under the Securities Act. Such documents need not be filed with the Securities and Exchange Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act. These documents and the documents incorporated by reference in this Registration statement pursuant to Item 3 of Part II of this form, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

The following documents are incorporated by reference in this Registration Statement:

1. The Registrant's Annual Report on Form 10-K for the fiscal year ended June 30, 2007.
2. The Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2007.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934 (the "Exchange Act"), prior to the filing of a post-effective amendment to this Registration Statement which indicates that all of the shares of common stock 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. Any statement contained in a document incorporated or deemed to be incorporated by reference herein 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 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.

3. The description of the Common Stock of the Registrant contained in its Registration Statement on Form 8-A filed under the Exchange Act, which became effective as of December 6, 1999, including any amendment(s) or report(s) filed for the purpose of updating such description.

4. The description of the Preferred Share Purchase Rights of the Registrant contained in its Registration Statement on Form 8-A filed under the Exchange Act, which became effective as of March 14, 2005, including any amendment(s) or report(s) filed for the purpose of updating such description.

#### Item 4. Description of Securities.

Not applicable.

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

The validity of the shares offered hereby will be passed upon by Harris Beach PLLC, Pittsford, New York. Beth Ela Wilkens, a member of Harris Beach PLLC, holds 29,000 shares of Common Stock of the Registrant.

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

Section 145 of the Delaware General Corporation Law provides that a corporation may indemnify directors and officers as well as other employees and individuals against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any threatened, pending or completed actions, suits or proceedings in which such person is made a party by reason of such person being or having been a director, officer, employee or agent of the Registrant. The Delaware

General Corporation Law provides that Section 145 is not exclusive of other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors or otherwise. Article VIII of the Registrant' s Bylaws provides for indemnification by the Registrant of its directors, officers and employees to the fullest extent

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permitted by the Delaware General Corporation Law.

Section 102(b)(7) of the Delaware General Corporation Law permits a corporation to provide in its certificate of incorporation that a director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for unlawful payments of dividends or unlawful stock repurchases, redemptions or other distributions, or (iv) for any transaction from which the director derived an improper personal benefit. Article X of the Registrant's Amended and Restated Certificate of Incorporation provides for such limitation of liability.

### **Item 7. Exemption from Registration Claimed.**

Not applicable.

### **Item 8. Exhibits.**

The following exhibits are filed with this Registration Statement:

- 4.1 Amended and Restated Certificate of Incorporation of the Registrant, defining the rights of holders of its Common Stock (filed as Exhibit 3.1 to the Registrant's Form 10-K for the fiscal year ended June 30, 2000 and incorporated by reference herein)
- 4.2 Certificate of Designation, Preferences and Rights of Series A Preferred Stock of the Registrant (filed as Exhibit 3.2 to the Registrant's Form 8-K filed on March 14, 2005 and incorporated by reference herein)
- 5 Opinion of Harris Beach PLLC
- 10.1\* 2007 Employee Stock Purchase Plan (included as Appendix B to the Registrant's Proxy Statement on Form DEF14A, as filed on September 12, 2007, and incorporated by reference herein)
- 23.1 Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm
- 23.2 Consent of Harris Beach PLLC (included in Exhibit 5)
- 24 Power of Attorney (included at pages II-4 and II-5)

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\* Denotes management contract or compensatory plan or arrangement

### **Item 9. Undertakings.**

(a) The 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;

(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. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective 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 with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this registration statement.

(2) 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





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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, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in this 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.

## 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 Rochester, state of New York, on this 10th day of December, 2007.

HARRIS INTERACTIVE INC.

By: /s/ Gregory T. Novak  
Gregory T. Novak  
President and Chief Executive Officer

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints, jointly and severally, Gregory T. Novak and Ronald E. Salluzzo and each of them, as his true and lawful attorneys-in-fact and agents, each with full power of substitution, for him, and in his name, place and stead, and in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all 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 or 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 any of them, or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1933, this Registration Statement and Power of Attorney have been signed below by the following persons in the capacities and on the dates indicated:

Name	Capacity	Date
<u>/s/ Gregory T. Novak</u> Gregory T. Novak	President and Chief Executive Officer (Principal Executive Officer) and Director	December 10, 2007
<u>/s/ Ronald E. Salluzzo</u> Ronald E. Salluzzo	Executive Vice President, Chief Financial Officer, Treasurer and Secretary (Principal Financial Officer)	December 10, 2007
<u>/s/ Eric W. Narowski</u> Eric W. Narowski	Vice President and Corporate Controller (Principal Accounting Officer)	December 10, 2007
<u>/s/ Leonard R. Bayer</u> Leonard R. Bayer	Director	December 10, 2007
<u>/s/ George Bell</u> George Bell	Director	December 10, 2007
<u>/s/ David Brodsky</u> David Brodsky	Director	December 10, 2007
<u>/s/ Stephen D. Harlan</u> Stephen D. Harlan	Director	December 10, 2007

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<b>Name</b>	<b>Capacity</b>	<b>Date</b>
<u>/s/ James R. Riedman</u> James R. Riedman	Director	December 10, 2007
<u>/s/ Howard L. Shecter</u> Howard L. Shecter	Director	December 10, 2007
<u>/s/ Antoine G. Treuille</u> Antoine G. Treuille	Director	December 10, 2007

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\* Denotes management contract or compensatory plan or arrangement



OPINION OF COUNSEL  
HARRIS BEACH PLLC  
99 Garnsey Road  
Pittsford, New York 14534  
December 10, 2007

Harris Interactive Inc.  
60 Corporate Woods  
Rochester, New York 14623

Ladies and Gentlemen:

We have acted as counsel to Harris Interactive Inc., a Delaware corporation (the "Company"), in connection with the filing of the Company's registration statement on Form S-8 with the Securities and Exchange Commission on or about December 10, 2007 (the "Registration Statement"), under the Securities Act of 1933, as amended. The Registration Statement is being filed in connection with the Company's offering of up to 500,000 shares (the "Shares") of the Common Stock of the Company, par value \$.001 per share (the "Common Stock"), issuable pursuant to the Company's 2007 Employee Stock Purchase Plan (the "Plan").

In rendering this opinion, we have (i) examined the Registration Statement and the exhibits thereto, (ii) examined and relied upon original, certified, conformed, photostat or other copies of the Certificate of Incorporation and Bylaws of the Company, each as restated and/or amended to date, minutes of meetings and resolutions of the Board of Directors of the Company and such other documents and records, and (iii) made such investigation of fact and such examination of law, all as we have deemed necessary and appropriate in order to enable us to render the opinion set forth herein.

Based upon and subject to the foregoing and the qualifications set forth below, we are of the opinion that (i) the Shares have been duly authorized for issuance, and (ii) the Shares, when issued as contemplated by the Plan, will be validly issued, fully paid and non-assessable.

The opinion set forth above is subject to the following qualifications:

(a) We have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to the originals of all documents submitted to us as copies and the authenticity of the originals of all such latter documents. We have also assumed the accuracy of the factual matters contained in the documents we have examined.

(b) In connection with the rendering of this opinion, we express no opinion as to the applicability of, compliance with, or effect of the laws of any states, or as to any matter subject to such laws, other than the laws of the State of Delaware and the federal laws of the United States of America.

(c) Our opinion is subject to and limited by (i) all applicable bankruptcy, insolvency, reorganization, fraudulent conveyance, moratorium or similar laws affecting the enforcement of creditors' rights generally; and (ii) general equitable principles regardless of whether such enforceability is considered in a proceeding at law or in equity.

(d) Our opinion is limited to the matters expressly set forth herein and no opinion is to be implied or inferred beyond the matters expressly so stated.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. This opinion speaks only as of the date hereof and is limited to present statutes, laws and regulations and to the facts, as they currently exist.

Very truly yours,

HARRIS BEACH PLLC

/s/ Harris Beach PLLC





**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated September 12, 2007 relating to the consolidated financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in Harris Interactive Inc.' s Annual Report on Form 10-K for the year ended June 30, 2007.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP

Rochester, New York

December 10, 2007