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PC TEL INC  
Form S-8  
July 09, 2003

As filed with the Securities and Exchange Commission on July 8, 2003  
Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM S-8  
REGISTRATION STATEMENT

UNDER  
THE SECURITIES ACT OF 1933

PC-TEL, INC.

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE	8725 W. HIGGINS ROAD	77-0364943
(STATE OR OTHER JURISDICTION OF INCORPORATION OR ORGANIZATION)	CHICAGO, ILLINOIS 60631 (ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)	(I.R.S. EMPLOYER IDENTIFICATION NUMBER)

1998 DIRECTOR OPTION PLAN

MARTIN SINGER  
CHAIRMAN OF THE BOARD AND CHIEF EXECUTIVE OFFICER  
PCTEL, INC.

8725 W. HIGGINS ROAD  
CHICAGO, IL 60631  
(773) 243-3000

(NAME, ADDRESS, AND TELEPHONE NUMBER, INCLUDING AREA CODE, OF AGENT FOR SERVICE)

Copies to:  
DOUGLAS H. COLLOM, ESQ.  
WILSON SONSINI GOODRICH & ROSATI  
PROFESSIONAL CORPORATION  
650 PAGE MILL ROAD  
PALO ALTO, CA 94304-1050  
(650) 493-9300

CALCULATION OF REGISTRATION FEE

TITLE OF SECURITIES TO BE REGISTERED	MAXIMUM AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE	PR M AG OF
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Common Stock (\$0.001 par value)

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to be issued under the 1998 Director Option Plan... 200,000 \$11.38(1) \$2,2

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(1) The exercise price of \$11.38 per share is estimated in accordance with Rule 457(h) under the Securities Act of 1933, as amended ("Securities Act"), solely for the purpose of computing the amount of the registration fee and is equal to the average of the high and low sales price of a share of PCTEL, Inc. Common Stock as reported by the Nasdaq National Market on July 3, 2003.

With respect to the Shares hereby registered under the 1998 Director Option Plan, the Registrant's Registration Statement on Form S-8/S-3 as filed with the Commission on April 7, 2000 (File No. 333-34910), referred to as the "Prior Form S-8", is incorporated herein by reference. Unless otherwise specified, capitalized terms herein shall have the meanings ascribed to them in the Prior Form S-8.

The Company is registering 200,000 shares of its Common Stock under this Registration Statement, of which 200,000 shares are reserved for issuance under the Company's 1998 Director Option Plan. Under the Prior Form S-8, the Company previously registered 200,000 shares of its Common Stock for issuance under the 1998 Director Option Plan.

\* \* \* \* \*

PART II

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 8. Exhibits.

Exhibit No.	Description
5.1	Opinion of Wilson Sonsini Goodrich & Rosati, P.C.
10.4	1998 Director Option Plan (as amended and restated through June 3, 2003) and forms of agreements thereunder
23.1	Consent of PricewaterhouseCoopers LLP
23.2	Consent of Wilson Sonsini Goodrich and Rosati, P.C. (contained in Exhibit 5.1)
24.1	Power of Attorney (See page (II-3))

II-1

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 Chicago, State of Illinois, on this 8th day of July, 2003.

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PCTEL, INC.

By: /s/ MARTIN H. SINGER

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Martin H. Singer  
Chairman of the Board and Chief Executive  
Officer

II-2

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Martin H. Singer and John Schoen and each one of them, acting individually and without the other, as his attorney-in-fact, each with full power of substitution, for him in any and all capacities, to sign any and all amendments to this Registration Statement on Form S-8, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, 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, as amended, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

SIGNATURE	TITLE	
/s/ MARTIN H. SINGER ----- Martin H. Singer	Chairman of the Board, Chief Executive Officer (Principal Executive Officer) and Director	J
/s/ JOHN SCHOEN ----- John Schoen	Chief Operating Officer and Chief Financial Officer (Principal Financial and Accounting Officer)	J
/s/ RICHARD C. ALBERDING ----- Richard C. Alberding	Director	J
/s/ RICHARD GITLIN ----- Richard Gitlin	Director	J
/s/ GIACOMO MARINI ----- Giacomo Marini	Director	J
/s/ BRIAN JACKMAN ----- Brian Jackman	Director	J
/s/ CARL A. THOMSEN	Director	J

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Carl A. Thomsen

/s/ JOHN SHEEHAN

Director

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John Sheehan

II-3