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ALVARION LTD
Form S-8 POS
October 20, 2004

As filed with the Securities and Exchange Commission on October 18, 2004

Registration No. 333-104070

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

ALVARION LTD.
(Exact name of registrant as specified in its charter)

Israel N/A
(State or other jurisdiction (IRS Employer Identification No.)
of incorporation or organization)

21A Habarzel Street
Tel Aviv 69710, Israel
972-3-645-6262
(Address of principal executive offices) (Zip Code)

ALVARION LTD.
AMENDED AND RESTATED 2002 GLOBAL SHARE OPTION PLAN
(Full title of the Plan)

Zvi Slonimsky
Alvarion Inc.
5858 Edison Place
Carlsbad, California 92008
(Name and address of agent for service)
(760) 517-3100

(Telephone number, including area code, of agent for service)

Copies of all communications, including all communications sent to the agent
for service, should be sent to:

Ernest Wechsler, Esq.
Kramer Levin Naftalis & Frankel LLP
919 Third Avenue
New York, New York 10022
Tel: 212-715-9211
Fax: 212-715-8086

Sharon A. Amir, Adv.
Naschitz, Brandes & Co.
5 Tuval Street
Tel-Aviv 67897, Israel
Tel: 972-3-623-5000
Fax: 972-3-623-5005

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered | Amount to be Registered (1) (2) | Proposed Maximum Offering Price Per Share (3) | Proposed Maximum Aggregate Offering Price (3) | Amount of Registration Fee |
|--------------------------------------|---------------------------------|---|---|----------------------------|
|--------------------------------------|---------------------------------|---|---|----------------------------|

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| | | | | |
|----------------------------|-----------------|---------|--------------|------------|
| Ordinary shares, par value | 4,000,000 | | | |
| NIS 0.01 per share | ordinary shares | \$13.43 | \$53,720,000 | \$6,806.32 |

=====

- (1) 4,000,000 Ordinary Shares to be registered under the Alvarion Ltd. Amended and Restated 2002 Global Share Option Plan.
- (2) This Registration Statement shall also cover any additional ordinary which become issuable under the Alvarion Ltd. Amended and Restated 2002 Global Share Option Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration which results in an increase in the number of the outstanding ordinary shares of Alvarion Ltd.
- (3) Calculated solely for purposes of this offering under Rule 457(h) of the Securities Act of 1933, as amended, on the basis of the average of the high and low selling prices per ordinary share of Alvarion Ltd. on October 15, 2004 as reported on the Nasdaq National Market.

On March 27, 2003, Alvarion Ltd. (the "Registrant") filed with the Securities and Exchange Commission (the "SEC") a Registration Statement on Form S-8 (File No. 333-104070) relating to 8,500,000 ordinary shares of the Registrant to be offered and sold under the Plan set forth on the cover page of this Registration Statement, and the contents of such prior Registration Statement are incorporated into this Registration Statement by reference. This amendment registers an additional 4,000,000 ordinary shares of the Registrant which may be issued pursuant to the Registrant's the 2002 Global Share Option Plan as amended (effective 28 April, 2004).

PART II

Information Required in the Registration Statement

Item 3. Incorporation of Documents by Reference

The Registrant hereby incorporates by reference into this Registration Statement the following documents previously filed with the SEC:

- (a) The Registrant's Annual Report on Form 20-F for the fiscal year ended December 31, 2003, filed with the SEC on June 29, 2004;
- (b) All other reports filed with or furnished to the SEC by the Registrant pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), since January 1, 2004; and
- (c) The description of the Registrant's Ordinary Shares contained in the Registrant's Registration Statement No. 000-30628 on Form 8-A filed pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), on March 17, 2000.

All documents subsequently filed by the Registrant pursuant to

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Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment which indicates that all of the securities offered have been sold or which deregisters all such securities then remaining unsold shall be deemed to be incorporated by reference in to this Registration Statement and to be 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 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 8. Exhibits

| Exhibit Number | Exhibit |
|----------------|---|
| ----- | ----- |
| 4 | Reference is made to Registrant's Registration Statement No. 000-30628 on Form 8-A, together with amendments and exhibits thereto, which are incorporated herein by reference pursuant to Item 3(c) of this Registration Statement. |
| 5 | Opinion of Naschitz, Brandes & Co.* |
| 23.1 | Consent of Kost, Forer, Gabbay & Kasierer, A Member of Ernst & Young Global.* |
| 23.2 | Consent of Naschitz, Brandes & Co. (contained in their opinion constituting Exhibit 5).* |
| 24 | Power of Attorney (included in signature page).* |
| 99 | 2002 Global Share Option Plan, as amended (effective 28 April, 2004).* |

* Filed herewith.

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 amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, on this 18 day of October, 2004.

ALVARION LTD.

By: /s/ Dafna Gruber

Dafna Gruber
Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, as

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amended, this amendment to the Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

| Signature ----- | Title ----- | Date ---- |
|--|--|------------------|
| * _____ Anthony Maher | Chairman of the Board of Directors | October 18, 2004 |
| * _____ Zvi Slonimsky | Chief Executive Officer and Director (Principal Executive Officer) | October 18, 2004 |
| /s/ Dafna Gruber ----- Dafna Gruber | Chief Financial Officer (Principal Financial and Accounting Officer) | October 18, 2004 |
| * _____ Meir Barel | Vice Chairman of the Board of Directors | October 18, 2004 |
| * _____ Raphael Amit | Director | October 18, 2004 |
| * _____ Orna Berry | Director | October 18, 2004 |
| * _____ Oded Eran | Director | October 18, 2004 |
| * _____ Robin Hacke | Director | October 18, 2004 |
| * _____ Benny Hanigal | Director | October 18, 2004 |
| * _____ David Kettler | Director | October 18, 2004 |
| * _____ Amnon Yacoby | Director | October 18, 2004 |
| *By: /s/ Dafna Gruber ----- Dafna Gruber, Attorney-in-Fact | | |

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

EXHIBITS
TO
REGISTRATION STATEMENT ON
FORM S-8
UNDER THE
SECURITIES ACT OF 1933, AS AMENDED

ALVARION LTD.

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EXHIBIT INDEX

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