

HELIX TECHNOLOGY CORP
Form S-8
June 17, 2004

As filed with the Securities and Exchange Commission on June 17, 2004

REGISTRATION NO. 333-_____

SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933

HELIX TECHNOLOGY CORPORATION

(Exact Name of Registrant as Specified in its Charter)

Delaware

04-2423640

(State or Other Jurisdiction of Incorporation)

(I.R.S. Employer Identification No.)

Nine Hampshire Street, Mansfield, MA

02048-9171

(Address of Principal Executive Offices)

(Zip Code)

1996 EQUITY INCENTIVE PLAN

(As Amended and Restated)

(Full Title of the Plan)

ROBERT J. LEPOFSKY, PRESIDENT AND CHIEF EXECUTIVE OFFICER

Helix Technology Corporation
Mansfield Corporate Center
Nine Hampshire Street
Mansfield, MA 02048-9171

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

with copies to:

MATTHEW J. GARDELLA, ESQ.

Palmer & Dodge LLP
111 Huntington Avenue
Boston, Massachusetts 02199-7613
(617) 239-0100

CALCULATION OF REGISTRATION FEE

| Title of Securities To Be Registered | Amount To Be Registered(1) | Proposed Maximum Offering Price Per Share(1) | Proposed Maximum Aggregate Offering Price(1) | Amount Of Registration Fee(1) |
|--------------------------------------|----------------------------|--|--|-------------------------------|
| Common Stock, \$1.00 par value | 108,000 shares | n/a | n/a | \$501.60 |

(1) The Registration Statement registers an additional 108,000 shares issuable under the Registrant's 1996 Equity Incentive Plan (the "Plan"). Such 108,000 shares are being carried forward from the Registrant's Registration Statement on Form S-8 filed on July 31, 1996, (File No. 333-09245) for which a filing fee of \$501.60 was previously paid by the Registrant for such shares. An aggregate of 1,800,000 shares issuable under the Plan have previously been registered under Registration Statement Nos. 333-09247 and 333-104624.

Statement Regarding Incorporation By Reference From Effective Registration Statement

Pursuant to Instruction E to Form S-8, the contents of the Registrant's Registration Statement on Form S-8 filed with the Securities and Exchange Commission (the "Commission") on July 31, 1996, (File No. 333-09247) relating to the registration of an aggregate of 800,000 shares (after giving effect to the Registrant's 1997 two-for-one stock split) of the Registrant's Common Stock, \$1.00 par value per share (the "Common Stock") authorized for issuance under the Registrant's 1996 Equity Incentive Plan (the "Plan") and its Registration Statement on Form S-8 filed with the Commission on April 18, 2003, (File No. 333-104624) relating to the registration of an aggregate of 1,000,000 shares of Common Stock authorized for issuance under the Plan are incorporated by reference in their entirety into this Registration Statement. This Registration Statement provides for the registration of an additional 108,000 shares of Common Stock to be issued under the Plan. Such shares were previously registered on the Registrant's Registration Statement on Form S-8 filed with the Commission on July 31, 1996, (File No. 333-09245) for issuance under the Registrant's 1996 Stock Option Plan for Non-Employee Directors (the "Director Plan"). Pursuant to an amendment to the Plan adopted by the Registrant's shareholders on April 28, 2004, no additional options will be granted under the Director Plan and non-employee directors became eligible to participate in the Plan. At the time of the amendment, 108,000 shares of Common Stock that previously had been registered for issuance under the Director Plan had not been issued and are hereby being registered for issuance under the Plan. The registration fee paid for such shares is being carried forward to this Registration Statement.

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 Mansfield, Commonwealth of Massachusetts, on this 17th day of June, 2004.

HELIX TECHNOLOGY CORPORATION

By: /s/ Robert J. Lepofsky

Robert J. Lepofsky
 President and Chief Executive Officer

POWER OF ATTORNEY

We, the undersigned officers and directors of Helix Technology Corporation, hereby severally constitute and appoint Robert J. Lepofsky and Jay Zager, and each of them singly, our true and lawful attorneys-in-fact, with full power to them in any and all capacities, to sign any and all amendments to this Registration Statement on Form S-8 including any post-effective amendments thereto, 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 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 by the following persons in the capacities and on the dates indicated below:

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|--|--|---------------|
| <u>/s/ Robert J. Lepofsky</u> Robert J. Lepofsky | Director, President and Chief Executive Officer (Principal Executive Officer) | June 17, 2004 |
| <u>/s/ Jay Zager</u> Jay Zager | Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer) | June 17, 2004 |
| <u>/s/ Gideon Argov</u> Gideon Argov | Director | June 17, 2004 |
| _____ | Director | June 17, 2004 |
| Frank Gabron | | |
| <u>/s/ Robert H. Hayes</u> Robert H. Hayes | Director | June 17, 2004 |
| <u>/s/ Marvin G. Schorr</u> Marvin G. Schorr | Director | June 17, 2004 |
| <u>/s/ Alfred Woollacott, III</u> Alfred Woollacott | Director | June 17, 2004 |
| <u>/s/ Mark S. Wrighton</u> | Director | June 17, 2004 |

Mark S. Wrighton

EXHIBIT INDEX

| <u>Exhibit Number</u> | <u>Description</u> |
|---------------------------|--|
| 5.1 | Opinion of Palmer & Dodge LLP as to the legality of the securities registered hereunder. |
| 23.1 | Consent of PricewaterhouseCoopers LLP, independent accountants. |
| 23.3 | Consent of Palmer & Dodge LLP. Contained in Exhibit 5.1 hereto. |
| 24.1 | Power of Attorney. Set forth on the signature page to this Registration Statement. |