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TECHNICAL COMMUNICATIONS CORP
Form S-8
May 08, 2001

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON MAY 8, 2001

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933

TECHNICAL COMMUNICATIONS CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

MASSACHUSETTS

04-2295040

(State or Other Jurisdiction of
Incorporation or Organization)

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

100 DOMINO DRIVE, CONCORD, MASSACHUSETTS 01742

(Address of Principal Executive Offices) (Zip Code)

TECHNICAL COMMUNICATIONS CORPORATION
1991 Stock Option Plan, as Amended

(Full Title of the Plan)

CARL H. GUILD, JR.
PRESIDENT AND
CHIEF EXECUTIVE OFFICER
100 Domino Drive
CONCORD, MASSACHUSETTS 01742
(978) 287-5100

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

Copy to:
LAWRENCE H. GENNARI, ESQUIRE
GADSBY HANNAH LLP
225 FRANKLIN STREET
Boston, Massachusetts 02110
(617) 345-7000

CALCULATION OF REGISTRATION FEE

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Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount to be Registered
Common Stock, \$.10 par value per share (the "Common Stock").....	100,000	\$5.625	\$228,560.98	\$57.

- (1) Pursuant to Rule 416, there are also being registered such additional shares of Common Stock as may become issuable pursuant to stock splits or similar transactions.
- (2) The proposed maximum offering price has been estimated pursuant to Rule 457(h) solely for the purpose of calculating the registration fee. It is not known how many of these shares will be purchased or at what price. A portion of the shares (59,689 shares) are issuable upon exercise of options with fixed exercise prices ranging from \$1.875 to \$5.625. Pursuant to Rule 457(h) (1), the aggregate offering price and the fee have been computed upon the basis of the price at which the options may be exercised. The shares representing unissued options (40,311 shares) do not have a fixed exercise price. The proposed maximum offering price per share for such shares has been calculated pursuant to Rule 457(h) as \$2.26, which is the average of the high and low prices of the Registrant's Common Stock as listed on Nasdaq on May 3, 2001.

Pursuant to Rule 429 promulgated under the Securities Act of 1933, as amended, the Prospectus relating to this Registration Statement is a combined Prospectus that relates also to the Registration Statement on Form S-8 (File No. 334-6890) previously filed by the Registrant on April 1, 1992, which registered an aggregate of 250,000 shares of Common Stock. A filing fee in the amount of \$1,504.69 was previously paid with respect to such shares.

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EXPLANATORY NOTE

On April 1, 1992, we filed a Registration Statement on Form S-8 (File No. 334- 6890) (referred to in this document as, the "First Registration Statement") to register under the Securities Act of 1933, as amended, an aggregate of 250,000 shares of common stock, par value \$0.10 per share (the "Common Stock"), issuable by us under our 1991 Stock Option Plan (the "Plan"). On November 20, 1996 our Board of Directors voted to increase the total number of shares reserved under the Plan from 250,000 to 350,000 shares. This amendment to the Plan was approved by the stockholders at the Annual Meeting of Stockholders on February 10, 1997. This Registration Statement on Form S-8 has been prepared and filed pursuant to and in accordance with the requirements of General Instruction E to Form S-8 for the purpose of effecting the registration under the Securities Act of an additional aggregate of 100,000 shares of our Common Stock issuable upon the exercise of stock options granted, or to be granted, under the Plan at

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any time or from time to time after the date hereof under the Plan. Pursuant to General Instruction E to Form S-8, the Registrant hereby incorporates herein by reference the contents of the First Registration Statement. We also hereby incorporated by reference into this Registration Statement the following documents filed with the Securities and Exchange Commission:

DOCUMENT(S)	PERIOD(S)
The description of our Common Stock, \$0.10 par value per share, contained in our Registration Statement on Form 8-A pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended, including any amendment or report filed for the purpose of updating such description.....	Filed December 22, 1977
Annual Report on Form 10-K.....	Fiscal Year ended September 30, 2000
Quarterly Reports on Forms 10-Q and 10-QSB.....	Quarters ended July 1, 2000 and December 30, 2000

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act of 1934, as amended, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold, or which deregisters all such securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement on Form S-8 and to be a part hereof from the date of filing such documents.

You may request a copy of these filings at no cost (other than exhibits unless those exhibits are specifically incorporated by reference herein) by writing or telephoning us at the following address:

Technical Communications Corporation
100 Domino Drive
Concord, Massachusetts 01742
Attention: Michael P. Malone,
Chief Financial Officer
Tel.: (978) 287-5100

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ITEM 8. EXHIBITS.

(a) The following exhibits have been filed (except where otherwise indicated) as part of this Registration Statement:

Exhibit No.	Description
-----	-----
4	Amendment to Technical Communications Corporation 1991 Stock Option Plan
5	Opinion Letter of Gadsby Hannah LLP as to the legality of the shares being registered.
23a	Consent of Gadsby Hannah LLP (contained in Opinion filed as Exhibit 5).

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23b Consent of Grant Thornton LLP.

23c Consent of Arthur Andersen LLP.

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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 this Registration Statement 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 Town of Concord, Commonwealth of Massachusetts on this 8th day of May, 2001.

TECHNICAL COMMUNICATIONS CORPORATION

By: /s/ Carl H. Guild, Jr.

Carl H. Guild, Jr., Chief Executive Officer

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 date indicated.

Name -----	Capacity -----	Date ----
/s/ Carl H. Guild, Jr. ----- Carl H. Guild, Jr.	President, Chief Executive Officer, and Chairman of the Board of Directors (principal executive officer)	May 8, 2001
/s/ Michael P. Malone ----- Michael P. Malone	Chief Financial Officer, Treasurer, and Assistant Clerk (principal financial and accounting officer)	May 8, 2001
/s/ Mitchell B. Briskin ----- Mitchell B. Briskin	Director	May 8, 2001
/s/ David A. B. Brown ----- David A.B. Brown	Director	May 8, 2001
/s/ Robert T. Lessard ----- Robert T. Lessard	Director	May 8, 2001
/s/ Donald Lake ----- Donald Lake	Director	May 8, 2001

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/s/ Thomas E. Peoples

Director

May 8, 2001

Thomas E. Peoples

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EXHIBIT INDEX

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