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BLACK BOX CORP
Form S-8
October 03, 2002

Registration No. 333-_____

As filed with the Securities and Exchange Commission on October 3, 2002

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON D.C. 20549

FORM S-8
Registration Statement
Under
The Securities Act of 1933

BLACK BOX CORPORATION

DELAWARE
(State or jurisdiction of
Incorporation or organization)

95-3086563
(I.R.S. Employer
Identification No.)

1000 PARK DRIVE
LAWRENCE, PENNSYLVANIA 15055
(Address of principal executive offices)

BLACK BOX CORPORATION
1992 STOCK OPTION PLAN
(Full title of the plan)

ANNA M. BAIRD, CHIEF FINANCIAL OFFICER
BLACK BOX CORPORATION
1000 PARK DRIVE
LAWRENCE, PENNSYLVANIA 15055
(Name and address of agent for service)
412-873-6788
(Telephone number of agent for service)

COPIES OF COMMUNICATIONS TO:
Ronald Basso, Esquire
Buchanan Ingersoll Professional Corporation
One Oxford Centre
301 Grant Street, 20th Floor
Pittsburgh, PA 15219-1410
412-562-8800

CALCULATION OF REGISTRATION FEE

TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE	REG
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	800,000	\$41.45 (1)	\$33,160,000 (1)
Common Stock			
(par value \$.001 per share)			
	600,000	\$33.25 (2)	\$19,950,000 (2)
TOTAL	1,400,000 shares	-----	

- (1) In accordance with Rule 457(h), such price is the weighted average price at which the options with respect to such shares may be exercised.
- (2) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(h). In accordance with Rule 457(h), such price is the average of the high and low sale prices for the Common Stock as quoted on the Nasdaq National Market System on September 27, 2002, as reported in The Wall Street Journal, Central Edition, on September 30, 2002.

INCORPORATION OF PRIOR REGISTRATION STATEMENTS BY REFERENCE

Black Box Corporation, formerly known as MB Communications, Inc. (the "Corporation"), hereby incorporates by reference into this Registration Statement the information contained in the Corporation's earlier Registration Statements, File Nos. 33-75254, 33-92656, 333-1978, 333-34839, 333-81521 and 333-64410 relating to the Corporation's 1992 Stock Option Plan and amendments thereto.

The financial statements included in the Annual Report on Form 10-K incorporated herein by reference were audited by Arthur Andersen LLP. After reasonable efforts, the Registrant has not been able to obtain the consent of Arthur Andersen LLP to the incorporation by reference of its audit report dated April 26, 2002 into this registration statement. Accordingly, Arthur Andersen LLP will not be liable to investors under Section 11(a) of the Securities Act because it has not consented to being named as an expert in this registration statement, and therefore such lack of consent may limit the recovery by investors from Arthur Andersen LLP.

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 Lawrence, Commonwealth of Pennsylvania, on this 19th day of September, 2002.

BLACK BOX CORPORATION

By: /s/ Fred C. Young

 Fred C. Young
 Chairman and Chief Executive Officer

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KNOW ALL MEN BY THESE PRESENTS that each person whose signature appears below constitutes and appoints Fred C. Young and Anna M. Baird, and each of them, such person's true and lawful attorneys-in-fact and agents, with full power of substitution and revocation, for such person and in such person's name, place and stead, in any and all capacities to sign any and all amendments (including post-effective amendments to this Registration Statement) 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 and necessary to be done, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agent or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

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 indicated on this 19th day of September, 2002.

SIGNATURE	CAPACITY
/s/ William F. Andrews ----- William F. Andrews	Director
/s/ Thomas G. Greig ----- Thomas G. Greig	Director
/s/ William R. Newlin ----- William R. Newlin	Director
/s/ Brian D. Young ----- Brian D. Young	Director
/s/ Fred C. Young ----- Fred C. Young	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)
/s/ Anna M. Baird ----- Anna M. Baird	Vice President, Chief Financial Officer, Secretary and Principal Accounting Officer

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EXHIBIT INDEX

EXHIBIT NO.	DESCRIPTION
5.01	Opinion of Buchanan Ingersoll Professional Corporation

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- 23.01 Consent of Arthur Andersen LLP, (omitted pursuant to Rule 437(a))
- 23.02 Consent of Buchanan Ingersoll Professional Corporation
(contained in opinion filed as Exhibit 5.01 hereto)
- 24.01 Powers of Attorney (contained herein on signature page)

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