

SRI SURGICAL EXPRESS INC  
Form S-8  
March 11, 2009

As filed with the Securities and Exchange Commission on March 11, 2009

Registration No. 333-\_\_\_\_\_

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM S-8**  
**REGISTRATION STATEMENT**

*UNDER*  
*THE SECURITIES ACT OF 1933*

**SRI/SURGICAL EXPRESS, INC.**

(Exact name of registrant as specified in its charter)

**FLORIDA**  
(State of Incorporation)

**59-3252632**  
(I.R.S. Employer Identification No.)

**12425 RACE TRACK ROAD, TAMPA, FL 33626**

(Address of principal executive offices) (Zip Code)

**2004 STOCK COMPENSATION PLAN**

(Full title of the plan)

**WALLACE D. RUIZ, CHIEF FINANCIAL OFFICER**

**SRI/SURGICAL EXPRESS, INC.**

**12425 RACE TRACK ROAD, TAMPA, FL 33626**

(Name and address of agent for service)

***COPIES TO:***

**DAVID S. FELMAN, ESQ.**

**HILL, WARD & HENDERSON, P.A.**

**101 EAST KENNEDY BOULEVARD, SUITE 3700**

**TAMPA, FLORIDA 33602**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act (Check One):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>Title of securities to be registered</b>	<b>Amount to be registered (1)</b>	<b>Proposed maximum offering price per share (2)</b>	<b>Proposed maximum aggregate offering price (2)</b>	<b>Amount of registration fee (2)</b>
Common Stock, par value \$0.001 per share	500,000 shares	\$0.93	\$465,000	\$18.28

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- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended, this Registration Statement shall also cover additional shares of Common Stock which may become issuable by reason of any stock splits, stock dividends, recapitalizations or other similar transactions effected without receipt of consideration.
- (2) Estimated solely for the purpose of computing the amount of the registration fee. Pursuant to Rule 457(c) and Rule 457(h) under the Securities Act of 1933, as amended, the proposed maximum offering price per share and proposed maximum aggregate offering price are based on the average of the high and low prices for the Registrant's Common Stock reported on The NASDAQ Stock Market LLC on March 6, 2009.

**EXPLANATORY NOTE**

SRI/Surgical Express, Inc., a Florida corporation (the Registrant ), filed a registration statement on Form S-8 on March 28, 2005 (File No. 333-123616) (the Prior Registration Statement ) to register 500,000 shares of its Common Stock, par value \$0.001 per share (the Common Stock ), issuable upon the exercise of stock options granted pursuant to the Registrant 's 2004 Stock Compensation Plan (the Plan ). The Registrant is filing this registration statement on Form S-8 (this Registration Statement ) pursuant to and in accordance with General Instruction E of Form S-8 to register an additional 500,000 shares of Common Stock to be issued upon the exercise of stock options granted under the Plan.

**INCORPORATION BY REFERENCE**

Pursuant to General Instruction E of Form S-8, the contents of the Prior Registration Statement are incorporated herein by reference.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, 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 Tampa, State of Florida, on March 11, 2009.

**SRI/SURGICAL EXPRESS, INC.**

By: /s/ Gerald G. Woodard  
 Gerald G. Woodard  
 Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Gerald G. Woodard Gerald G. Woodard	Chief Executive Officer and Director (principal executive officer)	March 11, 2009
/s/ Wallace D. Ruiz Wallace D. Ruiz	Chief Financial Officer (principal financial and accounting officer)	March 11, 2009
/s/ James T. Boosales James T. Boosales	Director	March 11, 2009
/s/ James M. Emanuel James M. Emanuel	Director	March 11, 2009
/s/ Charles W. Federico Charles W. Federico	Director	March 11, 2009
/s/ Charles T. Orsatti Charles T. Orsatti	Director	March 11, 2009
/s/ Wayne R. Peterson Wayne R. Peterson	Director	March 11, 2009

**EXHIBIT INDEX**

<b>EXHIBIT NUMBER</b>	<b>DESCRIPTION</b>
5.1	Opinion of Hill, Ward & Henderson, P.A. regarding the legality of the securities being registered.
23.1	Consent of Counsel (included in Exhibit 5.1).
23.2	Independent Registered Public Accounting Firm's Consent.