

TRANSACT TECHNOLOGIES INC

Form S-8

November 13, 2017

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As filed with the Securities and Exchange Commission on November 13, 2017

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

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

(Exact name of registrant as specified in its charter)

Delaware	06-1456680
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

2319 Whitney Avenue, Suite 3B

Hamden, CT 06518

(203) 859-6800

(Address of principal executive offices, including zip code)

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TRANSACT TECHNOLOGIES INCORPORATED 2014 EQUITY INCENTIVE PLAN

(Full title of the plan)

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Steven A. DeMartino

President, Chief Financial Officer, Treasurer and Secretary

TransAct Technologies Incorporated

One Hamden Center, 2319 Whitney Avenue, Suite 3B

Hamden, CT 06518

(203) 859-6800

(Name, address and telephone number, including area code, of agent for service)

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

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.



## CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$.01 par value per share	168,972 shares (2)	\$ 5.98	(2) \$1,010,453	\$ 125.80
Common Stock, \$.01 par value per share	631,028 shares (3)	\$ 13.08	(3) \$8,253,846	\$ 1,027.60
Total				\$ 1,153.40

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended, this Registration Statement also covers such additional shares of Common Stock as may be issued in the event of a stock dividend, stock split, recapitalization or other similar transaction.

(2) Shares of Common Stock newly reserved under the TransAct Technologies Incorporated 2014 Equity Incentive Plan, as amended, that are subject to outstanding options. Pursuant to Rule 457(h) of the Securities Act of 1933, as amended, the proposed maximum offering price per share was calculated on the basis of the exercise price of the options. The exercise price presented is a weighted average exercise price.

(3) Shares of Common Stock newly reserved under the TransAct Technologies Incorporated 2014 Equity Incentive Plan, as amended, that are not subject to outstanding options. Pursuant to Rule 457 (c) and 457(h) of the Securities Act of 1933, as amended, the proposed maximum offering price per share was calculated on the basis of the average high and low prices of our Common Stock as reported on the Nasdaq Global Market on November 6, 2017.

## EXPLANATORY NOTE

This Registration Statement has been filed pursuant to General Instruction E on Form S-8, to register 800,000 additional shares of common stock, par value \$0.01 per share ("Common Stock"), of TransAct Technologies Incorporated (the "Company" or "Registrant") to be offered pursuant to the TransAct Technologies Incorporated 2014 Equity Incentive Plan, as amended (the "Plan"). A registration statement on Form S-8 (No. 333-203184), filed with the Securities and Exchange Commission (the "Commission") on April 1, 2015 to register the initial 600,000 shares of Common Stock offered pursuant to the Plan, is currently effective and is hereby incorporated herein by reference.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

The Registrant hereby incorporates the following documents herein by reference:

The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2016, filed with the (a) Commission pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), on March 16, 2017.

All other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year (b) covered by the document referred to in (a) above (excluding any reports or portions thereof that are furnished under Item 2.02 or Item 7.01 of a Current Report on Form 8-K and any exhibits included with such items).

The description of the Common Stock, \$.01 par value per share, contained in the Registrant's Registration (c) Statement on Form 8-A (File No. 000-21121), filed with the Commission pursuant to Section 12 of the Exchange Act on August 1, 1996, as most recently revised by the Registrant's Form 8-A/A on February 18, 1999.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated herein by reference from the date of filing of such documents; provided, however, that any reports or portions thereof that are furnished under Item 2.02 or Item 7.01 of a Current Report on Form 8-K and any exhibits included with such items shall not be deemed incorporated by reference in this Registration Statement. Any statement contained herein or in a document incorporated by reference in this Registration Statement shall be deemed to be modified or superseded for all purposes to the extent that a statement contained in this Registration Statement or in any other subsequently filed document which is incorporated by reference herein modifies or replaces such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or amended, to constitute a part of this Registration Statement.

#### Item 5. Interests of Named Experts and Counsel.

Certain legal matters relating to the issuance of the shares of the Company's Common Stock offered hereby have been passed upon by Day Pitney LLP, counsel to the Company. Partners and other attorneys involved in the preparation of this Registration Statement in the law firm of Day Pitney LLP do not beneficially own any shares of the Company as of November 13, 2017.

Item 8. Exhibits.

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
4.1	<u>Amendment to 2014 Equity Incentive Plan</u> (previously filed as Exhibit 10.1 to the Quarterly Report on Form 10-Q for the quarter ended June 30, 2017, filed on August 9, 2017, File No. 000-21121).
5.1	<u>Opinion of Day Pitney LLP, filed herewith.</u>
23.1	<u>Consent of PricewaterhouseCoopers LLP, filed herewith.</u>
23.2	<u>Consent of Day Pitney LLP, filed herewith</u> (included in the opinion filed as Exhibit 5.1).
24.1	<u>Powers of Attorney, filed herewith</u> (included on the signature page of this Registration Statement under the caption "Power of Attorney").

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**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 Hamden in the State of Connecticut, on this 13th day of November, 2017.

**TRANSACT TECHNOLOGIES INCORPORATED**  
(Registrant)

By: /s/ Steven A. DeMartino

Name: Steven A. DeMartino

Title: President, Chief Financial Officer, Treasurer and Secretary

## POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Bart C. Shuldman and Steven A. DeMartino, and each of them singly, his or her true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8 to be filed by TransAct Technologies Incorporated, 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 full power and authority to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitutes, may lawfully 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:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Bart C. Shuldman</u> Bart C. Shuldman	Chairman, Chief Executive Officer and Director	November 13, 2017
<u>/s/ Steven A. DeMartino</u> Steven A. DeMartino	President, Chief Financial Officer, Treasurer and Secretary	November 13, 2017
<u>/s/ John M. Dillon</u> John M. dillon	Director	November 13, 2017
<u>/s/ Thomas R. Schwarz</u> Thomas R. Schwarz	Director	November 13, 2017
<u>/s/ Graham Y. Tanaka</u> Graham Y. Tanaka	Director	November 13, 2017