

Proto Labs Inc  
Form S-8  
March 03, 2014

**As filed with the Securities and Exchange Commission on March 3, 2014**

**Registration Number 333-**

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**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

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**FORM S-8**

**REGISTRATION STATEMENT UNDER THE**

**SECURITIES ACT OF 1933**

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**PROTO LABS, INC.**

(Exact name of registrant as specified in its charter)

**Minnesota**                      **41-1939628**  
(State of incorporation) (IRS Employer Identification No.)

**5540 Pioneer Creek Drive**

**Maple Plain, Minnesota 55359**

(Address of Principal Executive Offices) (Zip Code)

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**2012 LONG-TERM Incentive Plan**

(Full title of the plan)

**Victoria M. Holt**  
**President and Chief Executive Officer**  
**Proto Labs, Inc.**  
**5540 Pioneer Creek Drive**  
**Maple Plain, MN 55359**  
**(763) 479-3680**

Copy to:

**W. Morgan Burns**  
**Mark D. Pihlstrom**  
**Faegre Baker Daniels LLP**  
**2200 Wells Fargo Center**  
**90 South Seventh Street**  
**Minneapolis, MN 55402-3901**  
**(612) 766-7000**

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

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

Accelerated filer  
Smaller reporting company

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**Calculation of Registration Fee**


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<b>Title of securities to be registered</b>	<b>Amount to be registered(1)</b>	<b>Proposed maximum offering price per share(3)</b>	<b>Proposed maximum aggregate offering price</b>	<b>Amount of registration fee</b>
Common Stock, par value \$0.001 per share	1,510,492 shares(2)	\$79.29	\$119,766,911	\$15,425.98

(1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement includes an indeterminate number of additional shares as may be issuable as a result of a stock split, stock dividend or similar adjustment of the outstanding shares of common stock, par value \$0.001 per share (the "Common Stock") of the Registrant

(2) Represents 1,510,492 additional shares of Common Stock reserved for future issuance under the 2012 Long-Term Incentive Plan

(3) Computed in accordance with Rule 457(h) and 457(c) of the Securities Act of 1933. Such computation is based on the average of the high and low prices as reported on the New York Stock Exchange on February 26, 2014.

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**EXPLANATORY NOTE**

This Registration Statement on Form S-8 is being filed for the purpose of registering 1,510,492 shares of the Company's common stock to be issued pursuant to the Proto Labs, Inc. 2012 Long-Term Incentive Plan (the "Plan"). In accordance with Section E of the General Instructions to Form S-8, except for "Item 8. Exhibits," the Registration Statement previously filed with the Securities and Exchange Commission relating to the Plan (File No. 333-179651) is incorporated by reference herein.

**Part II—Information Required in the Registration Statement**

**Item 8. Exhibits**

See the Exhibit Index following the signature page.

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Company 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 Maple Plain, State of Minnesota, on March 3, 2014.

PROTO LABS, INC.

By: */s/ VICTORIA M. HOLT*  
 Victoria M. Holt  
*President and Chief Executive Officer*

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

<i>Signature</i>	<i>Title</i>	<i>Date</i>
* Lawrence J. Lukis	Chairman	March 3, 2014
<i>/s/ VICTORIA M. HOLT</i> Victoria M. Holt	President, Chief Executive Officer and Director (principal executive officer)	March 3, 2014
<i>/s/ JOHN R. JUDD</i> John R. Judd	Chief Financial Officer (principal financial and accounting officer)	March 3, 2014
* Matthew C. Blodgett	Director	March 3, 2014
* Bradley A. Cleveland	Director	March 3, 2014
* Rainer Gawlick	Director	March 3, 2014
* John B. Goodman	Director	March 3, 2014
* 	Director	March 3, 2014

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Douglas W. Kohrs

\* Director March 3, 2014  
Margaret A. Loftus

\* Director March 3, 2014  
Brian K. Smith

\* Director March 3, 2014  
Sven A. Wehrwein

By: /s/ VICTORIA M. HOLT

Victoria M. Holt

*Attorney-in-Fact*

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\* Signed on individual's behalf by attorney-in-fact

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**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
4.1 <sup>(1)</sup>	Third Amended and Restated Articles of Incorporation of Proto Labs, Inc.
4.2 <sup>(2)</sup>	Amended and Restated By-Laws of Proto Labs, Inc.
4.3 <sup>(3)</sup>	Form of certificate representing common shares of the Registrant
5.1 <sup>(4)</sup>	Opinion of Faegre Baker Daniels LLP
23.1 <sup>(5)</sup>	Consent of Faegre Baker Daniels LLP
23.2 <sup>(4)</sup>	Consent of Ernst & Young LLP
24.1 <sup>(4)</sup>	Power of Attorney
99.1 <sup>(6)</sup>	2012 Long-Term Incentive Plan

99.2<sup>(7)</sup> Form of  
Incentive  
Stock Option  
Agreement  
under 2012  
Long-Term  
Incentive Plan

99.3<sup>(8)</sup> Form of  
Non-Statutory  
Stock Option  
Agreement  
(Directors)  
under 2012  
Long-Term  
Incentive Plan

99.4<sup>(9)</sup> Form of  
Non-Statutory  
Stock Option  
Agreement  
(U.S.  
Employees)  
under 2012  
Long-Term  
Incentive Plan

99.5<sup>(10)</sup> Form of  
Non-Statutory  
Stock Option  
Agreement  
(U.K.  
Employees)  
under 2012  
Long-Term  
Incentive Plan

99.6<sup>(4)</sup> Form of  
Restricted  
Stock Unit  
Agreement  
(Directors)  
under 2012  
Long-Term  
Incentive Plan

99.7<sup>(11)</sup> Form of  
Restricted  
Stock  
Agreement  
under 2012



Long-Term  
Incentive Plan  
for initial grant  
to Victoria M.  
Holt

99.8<sup>(12)</sup> Form of  
Restricted  
Stock Unit  
Agreement  
under 2012  
Long-Term  
Incentive Plan  
(U.S.  
Employees)

99.9<sup>(13)</sup> Form of  
Restricted  
Stock Unit  
Agreement  
under 2012  
Long-Term  
Incentive Plan  
(U.K.  
Employees)

(1) Previously filed as Exhibit  
3.2 to the Company's  
Registration Statement on  
Form S-1/A (File No.  
333-175745), filed with the  
Commission on February 13,  
2012, and incorporated by  
reference herein.

(2) Previously filed as Exhibit  
3.4 to the Company's  
Registration Statement on  
Form S-1/A (File No.  
333-175745), filed with the  
Commission on February 13,  
2012, and incorporated by  
reference herein.

(3) Previously filed as Exhibit  
4.1 to the Registrant's  
Registration Statement on  
Form S-1/A (File No.  
333-175745), filed with the  
Commission on February 1,  
2012, and incorporated by  
reference herein.

(4) Filed herewith.

- (5) Included in Exhibit 5.1.  
Previously filed as Exhibit 10.13 to the Registrant's Registration Statement on Form S-1/A (File No. 333-175745), filed with the Commission on February 13, 2012, and incorporated by reference herein.
- (6) Previously filed as Exhibit 10.14 to the Registrant's Registration Statement on Form S-1/A (File No. 333-175745), filed with the Commission on February 13, 2012, and incorporated by reference herein.
- (7) Previously filed as Exhibit 10.15 to the Registrant's Registration Statement on Form S-1/A (File No. 333-175745), filed with the Commission on February 13, 2012, and incorporated by reference herein.
- (8) Previously filed as Exhibit 10.16 to the Registrant's Registration Statement on Form S-1/A (File No. 333-175745), filed with the Commission on February 13, 2012, and incorporated by reference herein.
- (9) Previously filed as Exhibit 10.17 to the Registrant's Registration Statement on Form S-1/A (File No. 333-175745), filed with the Commission on February 13, 2012, and incorporated by reference herein.
- (10) Previously filed as Exhibit 10.2 to the Registrant's Current Report on Form 8-K (Commission File No. 001-35435), filed with the Commission on February 6, 2014, and incorporated by reference herein.
- (11) Previously filed as Exhibit 10.1 to the Registrant's
- (12)

Current Report on Form 8-K  
(Commission File No.  
001-35435), filed with the  
Commission on February 12,  
2014, and incorporated by  
reference herein.

(13) Previously filed as Exhibit  
10.2 to the Registrant's  
Current Report on Form 8-K  
(Commission File No.  
001-35435), filed with the  
Commission on February 12,  
2014, and incorporated by  
reference herein.