

DIGITAL ANGEL CORP  
Form S-8  
August 09, 2002

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As filed with the Securities and Exchange Commission on August 9, 2002

Registration No. 333-92471

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**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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**FORM S-8**  
**REGISTRATION STATEMENT**  
**Under**  
**The Securities Act of 1933**

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**DIGITAL ANGEL CORPORATION**  
(Exact Name of Registrant as Specified in Its Charter)

Delaware  
(State or Other Jurisdiction of Incorporation or Organization)

52-1233960  
(I.R.S. Employer Identification No.)

490 Villaume Avenue, South St. Paul MN  
(Address of Principal Executive Offices)

55075  
(Zip Code)

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**AMENDED AND RESTATED**  
**DIGITAL ANGEL CORPORATION**  
**TRANSITION STOCK OPTION PLAN**

(Full Title of the Plan)

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Randolph K. Geissler  
President  
490 Villaume Avenue  
South St. Paul, MN 55075  
(Name and Address of Agent for Service)

(651) 455-1621  
(Telephone Number, Including Area Code, of Agent for Service)

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**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities To Be Registered</b>	<b>Amount To Be Registered</b>	<b>Proposed Maximum Offering Price Per Share</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Common Stock, \$0.005 par value	6,000,000	\$2.48(1)	\$14,880,000	\$ 1369

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- (1) Estimated in accordance with Rule 457 solely for the purpose of determining the registration fee. The fee with respect to all shares is based on \$2.48 per share, the average high and low sales price on August 8, 2002 of the Registrant's Common Stock as reported on the American Stock Exchange.
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**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

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

The contents of the Registrant's Form S-8 Registration Statement, Commission file number 333-92471, filed on April 12, 2002 are incorporated by reference into this Registration Statement.

**Item 8. Exhibits.**

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
4.1	Amended and Restated Digital Angel Corporation Transition Stock Option Plan
5.1	Opinion of Baker & Hostetler LLP as to legality of the common stock and interests in the Plan being registered
23.1	Consent of BDO Seidman, LLP
23.2	Consent of Baker & Hostetler LLP (included in Opinion filed as Exhibit 5 hereto)
24.1	Powers of Attorney (included at page II-5)*

\* previously filed

**SIGNATURES**

The Registrant, Pursuant to the requirements of the Securities Act, 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 South St. Paul, State of Minnesota, on this 9<sup>th</sup> day of August, 2002.

**DIGITAL ANGEL CORPORATION**

By: /s/ Randolph K. Geissler

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Randolph K. Geissler  
President

**EXHIBIT INDEX**

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