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GENESIS MICROCHIP INC /DE
Form S-8
February 21, 2002

As filed with the Securities and Exchange Commission on February 21, 2002
Registration No. 333-

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

GENESIS MICROCHIP INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

77-0584301
(I.R.S. Employer
Identification No.)

2150 Gold Street
Alviso, California
(Address of Principal Executive Offices)

95002
(Zip code)

1987 Stock Option Plan
1997 Employee Stock Option Plan
1997 Employee Stock Purchase Plan
1997 Non-Employee Stock Option Plan
2000 Nonstatutory Stock Option Plan
2001 Nonstatutory Stock Option Plan
Paradise Electronics, Inc. 1997 Stock Option Plan
Sage, Inc. Second Amended and Restated 1997 Stock Plan
(Full title of the plans)

Amnon Fisher
Genesis Microchip Inc.
2150 Gold Street
Alviso, CA 95002
(Name and address of agent for service)

(408) 262-6599
(Telephone number, including area code, of agent for service)

Copy to:

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Selim Day, Esq.
Wilson Sonsini Goodrich & Rosati
Professional Corporation
One Market, Spear Tower, Suite 3300
San Francisco, CA 94105
(415) 947-2000

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share	Proposed aggr offeri
Common Stock, par value \$0.001 approved for issuance under the 1987 Stock Option Plan	6,046	\$ 3.92 (1)	\$
Common Stock, par value \$0.001 approved for issuance under the 1997 Employee Stock Option Plan	1,365,683 579,668	\$ 18.34 (1) \$ 41.40 (2)	\$ 25, \$ 23,
Common Stock, par value \$0.001 approved for issuance under the 1997 Employee Stock Purchase Plan	105,516	\$ 35.95 (3)	\$ 3,
Common Stock, par value \$0.001 approved for issuance under the 1997 Non-Employee Stock Option Plan	57,813 225,675	\$ 23.61 (1) \$ 41.40 (2)	\$ 1, \$ 9,
Common Stock, par value \$0.001 approved for issuance under the 2000 Nonstatutory Stock Option Plan	738,126 633,739	\$ 22.44 (1) \$ 41.40 (2)	\$ 16, \$ 26,
Common Stock, par value \$0.001 approved for issuance under the 2001 Nonstatutory Stock Option Plan	706,849 88,800	\$ 18.19 (1) \$ 41.40 (2)	\$ 12, \$ 3,
Common Stock, par value \$0.001 approved for issuance under the Paradise Electronics, Inc. 1997 Stock Option Plan	32,475	\$ 0.64 (1)	\$
Common Stock, par value \$0.001 approved for issuance under the Sage, Inc. Second Amended and Restated 1997 Stock Plan	1,406,993 (4)	\$ 17.34 (5)	\$ 24,
TOTALS:	5,947,383	--	\$147,

- (1) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the registration fee, based on the weighted average exercise price of the outstanding options as of February 19, 2002.
- (2) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the registration fee, based on the average of the high and low price per share of the common stock as reported on the Nasdaq National Market on February 20, 2002.

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- (3) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the registration fee, based on 85% of the average of the high and low price per share of the common stock as reported on the Nasdaq National Market on February 20, 2002.
 - (4) All options outstanding under the Sage, Inc. Second Amended and Restated 1997 Stock Plan (the "Sage Options") are exercisable for the Registrant's Common Stock. The Sage Options were assumed by the Registrant pursuant to the Registrant's acquisition of Sage, Inc., by way of merger, effective February 19, 2002. The exercise price per share is determined by dividing the exercise price for Sage Options by the conversion ratio of 0.571, which was used in the merger.
 - (5) Estimated in accordance with Rule 457(h) under the Securities Act of 1933, as amended, solely for the purpose of calculating the total registration fee. Calculated based on the weighted average exercise price for Sage Options.
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PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The Registrant hereby incorporates by reference the following documents into this Registration Statement:

- (a) Genesis Microchip Incorporated's Annual Report on Form 10-K for its fiscal year ended March 31, 2001, filed on June 29, 2001, the Form 10-K 405/A filed on July 30, 2001 and the Form 10-K/A filed on December 3, 2001;
- (b) Genesis Microchip Incorporated's Quarterly Report on Form 10-Q for its quarter ended June 30, 2001, filed on August 14, 2001;
- (c) Genesis Microchip Incorporated's current report on Form 8-K, filed on September 28, 2001;
- (d) Genesis Microchip Incorporated's Quarterly Report on Form 10-Q for its quarter ended September 30, 2001, filed on October 22, 2001 and the Form 10-Q/A filed on December 3, 2001;
- (e) The description of the Registrant's common stock contained in its registration statement on Form S-4, filed with the Securities and Exchange Commission on October 25, 2001 and any amendment or report filed with the Securities and Exchange Commission for the purpose of updating such description;
- (f) The Registrant's Registration Statement on Form 8-A filed pursuant to Section 12 of the Securities Exchange Act of 1934 on January 7, 2002;
- (g) Genesis Microchip Incorporated's Quarterly Report on Form 10-Q for its quarter ended December 31, 2001, filed on February 7, 2002; and
- (h) All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934 after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this

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Registration Statement and to be part hereof from the date of filing such documents.

ITEM 4. DESCRIPTION OF SECURITIES.

Not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Not applicable.

II-1

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Pursuant to Rule 411(b) of the Securities Act of 1933, as amended, we hereby incorporate by reference Part II Item 20 of the Registrant's Registration Statement on Form S-4, including any amendments thereto (File No. 333-72202), filed with the Securities and Exchange Commission on October 25, 2001.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

ITEM 8. EXHIBITS.

Exhibit
Number

- 4.1 1987 Stock Option Plan.
- 4.2 1997 Employee Stock Option Plan.
- 4.3 1997 Employee Stock Purchase Plan.
- 4.4 1997 Non-Employee Stock Option Plan.
- 4.5 2000 Nonstatutory Stock Option Plan.
- 4.6 2001 Nonstatutory Stock Option Plan.
- 4.7 Paradise Electronics, Inc. 1997 Employee Stock Option Plan.
- 4.8 Sage, Inc. Second Amended and Restated 1997 Stock Plan.
- 5.1 Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation regarding the validity of the securities being registered.
- 23.1 Consent of KPMG LLP.
- 23.2 Consent of counsel (contained in Exhibit 5.1).
- 24.1 Power of Attorney (see page II-4 hereof).

ITEM 9. UNDERTAKINGS.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933.

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement.

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(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

PROVIDED, HOWEVER, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports

II-2

filed by the registrant pursuant to section 13 or section 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

II-3

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

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Statement to be signed on its behalf by the undersigned, thereunto duly authorized in Alviso, California, on this 21st day of February, 2002.

GENESIS MICROCHIP INC.

By: /S/ Peter Mangan

Peter Mangan
Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Amnon Fisher and Peter Mangan, jointly and severally, his attorneys-in-fact, each with the power of substitution, for him in any and all capacities, to sign any amendments to this Registration Statement on Form S-8, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may 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 date indicated.

Signature	Title	Date
-----	-----	-----
/S/ Alexander S. Lushtak ----- Alexander S. Lushtak	Chairman	February 21, 2002
/S/ Amnon Fisher ----- Amnon Fisher	President and Chief Executive Officer	February 21, 2002
/S/ Peter Mangan ----- Peter Mangan	Chief Financial Officer and Chief Accounting Officer	February 21, 2002
/S/ James E. Donegan ----- James E. Donegan	Director	February 21, 2002
/S/ George A. Duguay ----- George A. Duguay	Director	February 21, 2002
/S/ Jeffrey Diamond ----- Jeffrey Diamond	Director	February 21, 2002
/S/ Chandrashekar M. Reddy	Director	February 21, 2002

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Chandrashekar M. Reddy

/S/ N. Damodar Reddy

Director

February 21, 2002

N. Damodar Reddy

II-4

INDEX TO EXHIBITS

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II-5