

INNOVATIVE SOLUTIONS & SUPPORT INC  
Form S-8  
September 21, 2007

As filed with the Securities and Exchange Commission on September 21, 2007.

Registration No. 333-

## 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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## INNOVATIVE SOLUTIONS AND SUPPORT, INC.

(Exact name of Registrant as specified in its charter)

**Pennsylvania**  
(State of Incorporation)

**720 Pennsylvania Drive**  
**Exton, PA 19341**  
(Address of principal executive offices) (Zip Code)

**23-2507402**  
(I.R.S. Employer  
Identification No.)

### Innovative Solutions and Support, Inc. 1998 Stock Option Plan

(Full Title of the Plans)

**Geoffrey S. M. Hedrick**

**Chief Executive Officer**

**Innovative Solutions and Support, Inc.**

**720 Pennsylvania Drive**

**Exton, PA 19341**

(Name and address of agent for service)

**(610) 646-9800**

(Telephone number, including area code, of agent for service)

**With a Copy to:**

**Henry Nassau, Esq.**

Dechert LLP

Cira Center

2929 Arch Street

Philadelphia, Pennsylvania 19104-2808

(215) 994-4000

**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</b>
Common Stock, par value \$.001 per share	1,500,000 shares	\$ 17.34	\$ 26,010,000	\$ 798.51

(1) This amount includes 500,000 additional shares to adjust for the three for two stock split conducted on July 7, 2005, as described in this Registration Statement.

(2) The registration fee for the shares of Common Stock to be issued pursuant to options reserved but not yet granted under the Plan was calculated in accordance with Rule 457 (c) of the Securities Act of 1933, as amended, based on a share price of \$17.34, the average of the high and low prices of the Registrant's Common Stock as reported by the Nasdaq Global Select Market on September 17, 2007, which date is within five business days prior to the initial filing date of this Registration Statement.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

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

This Registration Statement is filed with the Securities and Exchange Commission (the **Commission**) for the purpose of registering 1,500,000 additional shares of Common Stock of Innovative Solutions and Support, Inc. (the **Company**) in connection with the Innovative Solutions and Support, Inc. 1998 Stock Option Plan (the **Plan**).

A registration statement on Form S-8, file number 333-70468 (the **Prior Registration Statement**), filed on September 28, 2001, registered a total of 1,203,442 shares of Common Stock of the Registrant to be offered under the Plan and is currently effective. On July 7, 2005, the Company effected a three for two stock split of shares of the Company's Common Stock. Pursuant to Rule 416 of the Securities Act of 1933, the Prior Registration Statement is deemed to cover the additional shares which became available for issuance under the Plan as a result of the Plan's antidilution provisions. The contents of the Prior Registration Statement, to the extent not amended by this Registration Statement, are hereby incorporated by reference.

**Item 8. Exhibits.**

The following exhibits are filed herewith or incorporated by reference as part of this Registration Statement:

<b>Exhibit Number</b>	<b>Description</b>
4.1	The relevant portions of the Registrant's Amended and Restated Articles of Incorporation defining the rights of holders of Common Stock, incorporated herein by reference to Exhibit 3.1 to Form 8-K filed with the Commission on September 19, 2007.
4.2	Amended and Restated Bylaws of the Registrant, incorporated herein by reference to Exhibit 3.2 to Form 8-K filed with the Commission on September 19, 2007.
5.1	Opinion of Dechert LLP (counsel to the Registrant).
23.1	Consent of Deloitte & Touche LLP.
24.1	Power of Attorney (included on signature page).

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**SIGNATURES**

*The Registrant.* 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 Exton, Commonwealth of Pennsylvania, on this 21st day of September, 2007.

**INNOVATIVE SOLUTIONS AND  
SUPPORT, INC.**

By: /s/ Geoffrey S. M. Hedrick  
Geoffrey S. M. Hedrick  
Chief Executive Officer

**POWER OF ATTORNEY**

KNOW TO ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Geoffrey S. M. Hedrick, Roman G. Ptakowski, and James J. Reilly, each and individually, his attorneys-in-fact, with full power of substitution and resubstitution, for him in any and all capacities, to sign any or all amendments or post-effective amendments to this Registration Statement and to file the same with the Securities and Exchange Commission, granting unto each of such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary in connection with such matters and hereby ratifying and confirming all that each such attorney-in-fact, or his agent or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement and the foregoing Power of Attorney have been signed by the following persons in the capacities and on the date indicated.

/s/ Geoffrey S. M. Hedrick Geoffrey S. M. Hedrick	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	September 21, 2007 Date
/s/ Roman G. Ptakowski Roman G. Ptakowski	President (President)	September 21, 2007 Date

/s/ James J. Reilly James J. Reilly	Chief Financial Officer (Principal Financial and Accounting Officer)	September 21, 2007 Date
/s/ Glen R. Bresser Glen R. Bresser	Director	September 21, 2007 Date
/s/ Winston J. Churchill Winston J. Churchill	Director	September 21, 2007 Date
/s/ Ivan M. Marks Ivan M. Marks	Director	September 21, 2007 Date
/s/ Robert E. Mittelstaedt, Jr. Robert E. Mittelstaedt, Jr.	Director	September 21, 2007 Date
/s/ Robert H. Rau Robert H. Rau	Director	September 21, 2007 Date
/s/ Raymond Wilson Raymond Wilson	Director	September 21, 2007 Date

**EXHIBIT INDEX**

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