

GENESIS MICROCHIP INC /DE
Form S-8
October 15, 2003

As filed with the Securities and Exchange Commission on October 15, 2003

Registration No. 333-

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)

2150 Gold Street

Alviso, California
(Address of Principal Executive Offices)

77-0584301
(I.R.S. Employer

Identification No.)

95002
(Zip Code)

1997 Employee Stock Option Plan

2000 Nonstatutory Stock Option Plan

(Full title of the plans)

Eric Erdman

Interim Chief Executive Officer and

Chief Financial Officer

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:

Selim Day, Esq.

Wilson Sonsini Goodrich & Rosati

Professional Corporation

650 Page Mill Road

Palo Alto, CA 94304

(650) 493-9300

CALCULATION OF REGISTRATION FEE

| Title | Amount to | Proposed | Proposed | Amount of |
|-------------------------|-------------------|-----------------|------------------|---------------------|
| of securities to | be | maximum | maximum | registration |
| | registered | offering | aggregate | fee |

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| be registered | | price per share | offering price | |
|---|-----------|--------------------|-----------------|-------------|
| Common Stock, par value \$0.001, approved for issuance under the 1997 Employee Stock Option Plan | 1,085,127 | \$13.64(1) | \$14,801,132.28 | \$ 1,197.41 |
| Common Stock, par value \$0.001, approved for issuance under the 2000 Nonstatutory Stock Option Plan | 465,055 | \$13.64(1) | \$ 6,343,350.20 | \$ 513.18 |
| TOTAL: | 1,550,182 | | \$21,144,482.48 | \$1,710.59 |

(1) Estimated in accordance with Rule 457(h) under the Securities Act of 1933, as amended, 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 October 10, 2003.

REGISTRATION STATEMENT

PURSUANT TO GENERAL INSTRUCTION E TO FORM S-8

On February 21, 2002, Genesis Microchip Inc. (the Registrant) filed a Registration Statement on Form S-8 (Registration No. 333-83170) with the Securities and Exchange Commission to register shares of the Registrant's common stock that were reserved for issuance pursuant to options granted under, among other plans, the Registrant's 1997 Employee Stock Option Plan and 2000 Nonstatutory Stock Option Plan. On December 23, 2002, the Registrant filed an additional Registration Statement on Form S-8 (Registration No. 333-102161) with respect to, among other plans, the Registrant's 1997 Employee Stock Option Plan and 2000 Nonstatutory Stock Option Plan. Both of those Registration Statements are incorporated herein by this reference.

The Registrant is filing this Registration Statement on Form S-8 to register additional shares of its common stock that have been reserved for issuance pursuant to options granted under the Registrant's 1997 Employee Stock Option Plan and 2000 Nonstatutory Stock Option Plan.

Pursuant to the evergreen provisions of the 1997 Employee Stock Option Plan, effective April 1, 2003, the number of shares of the Registrant's common stock for which options may be granted under that plan was increased by 1,085,127 shares.

Pursuant to the evergreen provisions of the 2000 Nonstatutory Stock Option Plan, effective April 1, 2003, the number of shares of the Registrant's common stock for which options may be granted under that plan was increased by 465,055 shares.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 8. EXHIBITS

Exhibit

| Number | Exhibit Description |
|---------------|---|
| 4.1(1) | Certificate of Incorporation of the Registrant. |
| 4.2(2) | Amended and Restated Bylaws of the Registrant. |
| 4.3(3) | Certificate of Designation of Rights, Preferences and Privileges of Series A Participating Preferred Stock of the Registrant. |
| 4.4(3) | Preferred Stock Rights Agreement, dated as of June 27, 2002, between the Registrant and Mellon Investor Services, L.L.C., as amended on March 16, 2003. |
| 4.5(1) | Form of Common Stock Certificate of the Registrant. |
| 4.6(4) | The 1997 Employee Stock Option Plan. |

4.7(4) The 2000 Nonstatutory Stock Option 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 signature page).

(1) Incorporated by reference to the Registrant's Registration Statement on Form S-4 (File No. 333-72202) filed with the Securities and Exchange Commission on October 25, 2001, as amended.

(2) Incorporated by reference to the Registrant's Annual Report on Form 10-K/A filed with the Securities and Exchange Commission on July 29, 2002, as amended.

(3) Incorporated by reference to the Registrant's Registration Statement on Form 8-A filed with the Securities and Exchange Commission on August 5, 2002, as amended by the Registrant's Registration Statement on Form 8-A/A filed with the Securities and Exchange Commission on March 31, 2003.

(4) Incorporated herein by reference to the Registrant's Registration Statement on Form S-8 (File No. 333-83170) filed with the Commission on February 21, 2002.

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George A. Duguay

/s/ Robert H. Kidd

Director

Robert H. Kidd

/s/ Alexander S. Lushtak

Director

Alexander S. Lushtak

/s/ Chandrashekar M. Reddy

Director

Chandrashekar M. Reddy

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