

PSYCHEMEDICS CORP

Form S-8

June 13, 2006

Table of Contents

Registration No.

Securities and Exchange Commission
Washington, D.C. 20549
FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933
PSYCHEMEDICS CORPORATION
(Exact name of issuer as specified in its charter)

DELAWARE
*(State or other jurisdiction of
incorporation or organization)*

58-1701987
(I.R.S. Employer Identification No.)

1280 Massachusetts Avenue, Cambridge, Massachusetts 02138

(Address of principal executive offices)

PSYCHEMEDICS CORPORATION

2006 EQUITY INCENTIVE PLAN

(Full title of the plan)

Raymond C. Kubacki, Jr.

PSYCHEMEDICS CORPORATION

125 Nagog Park, Acton, Massachusetts 01720

(978) 206-8220

(Registrant's Telephone Number, Including Area Code)

Copies to:

Patrick J. Kinney, Jr., Esq.

Lynch, Brewer, Hoffman & Fink, LLP

101 Federal Street

Boston, Massachusetts 02110

(617) 951-0800

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

Approximate date of Commencement of Sale pursuant to the Plan:

Upon vesting of Award Units under the Plan

Table of Contents

CALCULATION OF REGISTRATION FEE

| Title of securities of to be registered | Amount to be registered(1) | Proposed maximum offering price per share(2) | Proposed maximum aggregate offering price | Amount of registration fee |
|---|----------------------------|--|---|----------------------------|
| Common Stock, \$.005 par value | 250,000 | \$17.48 | \$4,370,000 | \$467.59 |
| <p>(1) The registration statement also includes an indeterminable number of additional shares that may become issuable as a result of terminated, expired or surrendered shares or options or pursuant to the antidilution provisions of the Plan.</p> <p>(2) Computed on the basis of the closing sales price of securities of the same class, as reported on the American Stock Exchange on June 7, 2006.</p> | | | | |

TABLE OF CONTENTS

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

Item 4. DESCRIPTION OF SECURITIES.

Item 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Item 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Item 7. EXEMPTION FROM REGISTRATION CLAIMED.

Item 8. EXHIBITS.

Item 9. UNDERTAKINGS.

SIGNATURES

POWER OF ATTORNEY

EXHIBIT INDEX

EX-4.3 Form of Share Unit Agreement for Employees and Consultants

EX-4.4 Form of Share Unit Agreement for Non-Employee Directors

EX-5 Opinion of Lynch, Brewer, Hoffman & Fink, LLP

EX-23.2 Consent of BDO Seidman, LLP

EX-23.3 Consent of Ernst & Young LLP

Table of Contents

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

Certain important information is set forth in certain reports or statements filed by Psychemedics Corporation (the Company) with the Securities and Exchange Commission. The reports or documents listed below are incorporated herein by reference:

(a) the Company s Annual Report on Form 10-K for the year ended December 31, 2005 (which incorporates by reference certain portions of the Company s Proxy Statement for the Company s 2006 Annual Meeting of Stockholders held on May 11, 2006);

(b) the Company s Quarterly Report on Form 10-Q for the quarter ended March 31, 2006;

(c) all reports filed by the Company pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 for periods since March 31, 2006;

(d) the information set forth under Description of Registrant s Securities to be Registered in the Company s Registration Statement on Form 8-A dated April 14, 1995 (File No. 1-13738); and

All documents filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, 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 and to be a part hereof from the date of filing such reports and documents.

Item 4. DESCRIPTION OF SECURITIES.

Not applicable.

Item 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Lynch, Brewer, Hoffman & Fink, LLP, 101 Federal Street, Floor 22, Boston, Massachusetts 02110, has rendered its opinion to the Company that the shares included in this offering will, when sold in accordance with the terms of the Plan, be legally issued, fully paid and non-assessable. Edward S. Brewer, Jr., a partner of Lynch, Brewer, Hoffman & Fink, LLP, is Secretary of the Company.

Table of Contents

Item 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

The Company's charter provides that the Company will indemnify all persons whom it shall have power to indemnify to the full extent permitted by state law. Under Delaware law, a director, officer, employee or agent who has been successful on the merits or otherwise in defense of any action, suit or proceeding or in defense of any claim, issue or matter therein shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred. In other circumstances, a director, officer, employee or agent of the Company may be indemnified against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred if he/she acted in good faith and in a manner reasonably believed to be in or not opposed to the best interest of the Company, except that in an action or suit by or in the right of the Company, such person shall not be indemnified if he/she has been adjudged to be liable to the Company unless otherwise determined by the Court of Chancery. The Company's charter further provides that directors are not liable for monetary damages for certain violations of their duty of care. A determination that indemnification of a director, officer, employee or agent is proper shall be made by a disinterested majority of directors, by independent legal counsel or by the stockholders of the Company.

Item 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not Applicable

Item 8. EXHIBITS.

The Exhibit Index immediately preceding the exhibits is incorporated herein by reference.

Item 9. UNDERTAKINGS.

A. The Company 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 which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement;

(iii) To include any material information with respect to the plan of

Table of Contents

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 in a post-effective amendment by those paragraphs is contained in periodic reports filed by the Company pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 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 Plan.

B. The Company hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Company's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities 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 under the Securities Act of 1933 may be permitted to directors, officers, and controlling persons of the Company pursuant to the foregoing provisions or otherwise, the Company 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 of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Company of expenses incurred or paid by a director, officer or controlling person of the Company 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 Company 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 of 1933 and will be governed by the final adjudication of such issue.

Table of Contents

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 had duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the Town of Acton, Massachusetts, on this 12th day of June, 2006.

PSYCHEMEDICS CORPORATION

By /s/ Raymond C. Kubacki, Jr.
Raymond C. Kubacki, Jr., President
and Chief Executive Officer

6

Table of ContentsPOWER OF ATTORNEY

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. By so signing, each of the undersigned, in his capacity as a director or officer or both, as the case may be, does hereby appoint Raymond C. Kubacki, Jr. and Edward S. Brewer, Jr. and Patrick J. Kinney, Jr., and each of them singly, his lawful attorney to execute in his name, place and stead, any and all amendments and supplements to this Registration Statement and all instruments necessary or incidental in connection therewith, and to file the same with the Securities and Exchange Commission or any applicable state securities administrator. Said attorney shall have the full powers and authority to do and perform in the name and on behalf of each of the undersigned, in any and all capacities, every act whatsoever requisite or necessary to be done in the premises as fully, and to all intents and purposes, as each of the undersigned might do in person, hereby ratifying and approving the acts of such attorney.

Executed under seal as of the date(s) set forth below.

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|-----------------------------|--|---------------|
| /s/ Raymond C. Kubacki, Jr. | President, Chief Executive Officer, Director | June 12, 2006 |
| Raymond C. Kubacki, Jr. | (principal executive officer) | |
| /s/ Peter C. Monson | Vice President, Treasurer, and Chief Financial Officer (principal financial officer) | June 12, 2006 |
| Peter C. Monson | | |
| /s/ Harry F. Connick | Director | June 12, 2006 |
| Harry F. Connick | | |
| /s/ Walter S. Tomenson | Director | June 12, 2006 |
| Walter S. Tomenson | | |
| /s/ Fred J. Weinert | Director | June 12, 2006 |
| Fred J. Weinert | | |

Table of Contents

EXHIBIT INDEX

| <u>Exhibit Number</u> | <u>Description</u> |
|---------------------------|---|
| 4.1 | Specimen Stock Certificate [incorporated by reference to the Company's Registration Statement on Form S-18 (File No. 33-10186 LA)]. |
| 4.2 | 2006 Equity Incentive Plan (incorporated by reference to the Company's 8-K filed on May 17, 2006) |
| 4.3 | Form of Share Unit Agreement for Employees and Consultants under the 2006 Equity Incentive Plan |
| 4.4 | Form of Share Unit Agreement for Non-Employee Directors under the 2006 Equity Incentive Plan |
| 5 | Opinion of Lynch, Brewer, Hoffman & Fink, LLP |
| 23.1 | Consent of Lynch, Brewer, Hoffman & Fink, LLP (included in Exhibit 5) |
| 23.2 | Consent of BDO Seidman, LLP |
| 23.3 | Consent of Ernst & Young LLP |