

INTER TEL INC
Form S-8
April 27, 2006

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**As filed with the Securities and Exchange Commission on April 27, 2006
Registration No. 333-**

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

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

**INTER-TEL, INCORPORATED
(Exact name of Registrant as specified in its charter)**

Arizona (State or other jurisdiction of incorporation or organization)	1615 S. 52nd Street Tempe, AZ 85281 (Address of principal executive offices)	86-0220994 (I.R.S. Employer Identification Number)
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**1997 Long-Term Incentive Plan
(Full title of the plan)**

Norman Stout
Director and Chief Executive Officer
INTER-TEL, INCORPORATED
1615 S. 52nd Street
Tempe, AZ
(Name and address of agent for service)

(480) 449-8900
(Telephone number, including area code, of agent for service)

Copies to:
Robert G. Day, Esq.
Wilson Sonsini Goodrich & Rosati
Professional Corporation
650 Page Mill Road
Palo Alto, CA 94304
(650) 493-9300

CALCULATION OF REGISTRATION FEE

Amount of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount Registration
Common Stock, no par value, available for issuance under the 1997	656,611	\$22.13(1)	\$14,530,801.43	\$1,554.8

Term Incentive Plan
AL

656,611

\$22.13(1)

\$14,530,801.43

\$1,554.8

(1) 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 April 24, 2006.

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INTER-TEL, INCORPORATED
REGISTRATION STATEMENT ON FORM S-8

Statement Under General Instruction E Registration of Additional Securities

Inter-Tel, Incorporated (the Registrant) previously filed a Registration Statement on Form S-8 with the Securities and Exchange Commission on March 28, 2002 (SEC File No. 333-85098) (the Original Filing). The Original Filing was filed in connection with, among other things, the Registrant s 1997 Long-Term Incentive Plan, as amended (the Plan). This Registration Statement registers additional shares of the Registrant s Common Shares to be issued pursuant to the Plan. The contents of the Original Filing, including periodic reports that the Registrant filed, or that it will file, after the Original Filing to maintain current information about the Registrant, are incorporated by reference into this Registration Statement pursuant to General Instruction E of Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Exhibit

Number

4.1* 1997 Long-Term Incentive Plan, as amended

5.1 Opinion of John L. Gardner

23.1 Consent of Independent Auditors

23.2 Consent of Counsel (contained in Exhibit 5.1)

25.1 Power of Attorney (included on the signature page to this Registration Statement)

* Incorporated by reference to the Registrant s Registration Statement on Form S-8 (SEC File No. 333-85098)

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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 Tempe, State of Arizona, on this 26th day of April, 2006.

INTER-TEL, INCORPORATED

By: /s/ Kurt R. Kneip
Kurt R. Kneip

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Kurt R. Kneip and John L. Gardner, and each of them acting individually, as his or her attorney-in-fact, each with full power of substitution, for him or her in any and all capacities, to sign any and all 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 SEC, hereby ratifying and confirming all that each of said attorneys-in-fact, or any substitute, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

Signature	Title	Date
/s/ Norman Stout Norman Stout	Director and Chief Executive Officer	April 26, 2006
/s/ Kurt R. Kneip Kurt R. Kneip	Sr. Vice President and Chief Financial Officer	April 26, 2006
/s/ Alexander L. Cappello Alexander L. Cappello	Chairman of the Board of Directors	April 26, 2006
/s/ J. Robert Anderson J. Robert Anderson	Director	April 26, 2006
/s/ Gerald W. Chapman Gerald W. Chapman	Director	April 26, 2006
/s/ Gary D. Edens Gary D. Edens	Director	April 26, 2006
/s/ Steven E. Karol	Director	April 26, 2006

Steven E. Karol

/s/ Robert Rodin

Director

April 26, 2006

Robert Rodin

/s/ Agnieszka Winkler

Director

April 26, 2006

Agnieszka Winkler

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Pursuant to the requirements of the Securities Act, the trustees (or other persons who administer the employee benefit plan) have duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Tempe, State of Arizona, on April 26, 2006
Inter-Tel, Incorporated 1997 Long-Term Incentive Plan

By:
Kurt R. Kneip
Plan Administrator
April 26, 2006

INDEX TO EXHIBITS

Exhibit Number	Description
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5.1	Opinion of John L. Gardner, General Counsel
23.1	Consent of Independent Auditors
23.2	Consent of Counsel (contained in Exhibit 5.1)
25.1	Power of Attorney (included on the signature page to this Registration Statement)
	Incorporated by reference to the Registrant's Registration Statement on Form S-8 (SEC File No. 333-85098)