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SUPPORT COM INC
Form S-8
July 26, 2001

As filed with the Securities and Exchange Commission on July 26, 2001
Registration No. 333-_____

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933

SUPPORT.COM, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

94-3282005
(I.R.S. Employer
Identification No.)

575 Broadway
Redwood City, CA
(Address of principal
executive offices)

94063
(Zip Code)

2000 Omnibus Equity Incentive Plan
and
2000 Employee Stock Purchase Plan
(Full title of the plans)

Radha R. Basu
President, Chief Executive Officer
and Chairman
Support.com, Inc.
575 Broadway
Redwood City, CA 94063
(650) 556-9440
(Name, address and telephone
number of agent for service)

Copy to:
Allison L. Tilley, Esq.
Davina K. Kaile, Esq.
Pillsbury Winthrop LLP
2550 Hanover Street
Palo Alto, CA 94304
(650) 233-4500

CALCULATION OF REGISTRATION FEE

Title of Securities To Be Registered/(1)/	Amount To Be Registered/(2)/	Proposed Maximum Offering Price Per Share/(3)/	
Common Stock, par value \$0.0001 per share: under the 2000 Omnibus Equity Incentive Plan	To be issued 1,657,542	\$3.86	

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Common Stock, par value \$0.0001 per share: To be issued	994,525	\$3.86
under the 2000 Employee Stock Purchase Plan		
<hr/>		
Total	2,652,067	

(1) The securities to be registered include options and rights to acquire Common Stock.

(2) Calculated pursuant to General Instruction E to Form S-8. Pursuant to Rule 416, this registration statement also covers any additional securities that may be offered or issued in connection with any stock split, stock dividend, recapitalization or any other similar transaction effected without the receipt of consideration, which results in an increase in the number of the Registrant's outstanding shares of Common Stock.

(3) Estimated pursuant to Rule 457(h) and 457(c) under the Securities Act of 1933 solely for the purposes of calculating the registration fee, based upon the average of the high and low sales prices of a share of the Registrant's Common Stock as reported on the Nasdaq National Market on July 23, 2001.

The Registration Statement shall become effective upon filing in accordance with Rule 462 under the Securities Act of 1933.

INFORMATION REQUIRED PURSUANT
TO GENERAL INSTRUCTION E TO FORM S-8

General Instruction E Information

This Registration Statement is being filed for the purpose of increasing the number of securities of the same class as other securities for which a Registration Statement of the Registrant on Form S-8 relating to the same employee benefit plans is effective.

Registrant's Form S-8 Registration Statement filed with the Securities and Exchange Commission on October 27, 2000 (File No. 333-48726) is hereby incorporated by reference.

PART II

Incorporation of Documents by Reference.

The following documents filed by the Registrant with the Securities and Exchange Commission (the "Commission") are hereby incorporated by reference in this Registration Statement:

(a) The Registrant's Annual Report on Form 10-K (File No. 0-30901) for the fiscal year ended December 31, 2000, filed with the Commission on March 30, 2001.

(b) The Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2001, filed with the Commission on May 15, 2001.

(c) The Registrant's Current Report on Form 8-K, filed with the Commission on January 17, 2001.

(d) The Registrant's Current Report on Form 8-K, filed with the Commission on April 25, 2001.

(e) The description of Registrant's Capital Stock contained in Registrant's registration statement on Form 8-A, filed June 27, 2000 (File No.

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0-30901) pursuant to Section 12(g) of the Exchange Act, including any amendment or report filed for the purpose of updating such description.

In addition, all documents filed by Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act of 1934, as amended, on or after the date of this Registration Statement 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 registration statement and to be a part hereof from the date of filing of such documents.

Any statement contained in this Registration Statement or in a document incorporated by reference in this Registration Statement shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in this

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Registration Statement or in any subsequently filed document that is deemed to be incorporated by reference in this Registration Statement modifies or supersedes such statement.

Exhibits.

Exhibit No.	Description
5.1	Opinion of Pillsbury Winthrop LLP
23.1	Consent of Ernst & Young LLP, Independent Auditors
23.2	Consent of Pillsbury Winthrop LLP (included in Exhibit 5.1)
24.1	Power of Attorney (see page 3)

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SIGNATURES

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 Redwood City, State of California, on the 26/th/ day of July, 2001.

SUPPORT.COM, INC.

By _____ /s/ RR BASU
Radha R. Basu
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Radha R. Basu and Brian M. Beattie, and each of them, his true and lawful attorneys-in-fact and agents, each with full power of

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substitution and resubstitution, for him and in his name, place and stead, 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 Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents, or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Name ----	Title -----	Date ----
/s/ RR BASU ----- Radha R. Basu	President, Chief Executive Officer and Chairman of the Board (Principal Executive Officer)	July 26, 2001

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Name ----	Title -----	Date ----
/S/ BRIAN M. BEATTIE ----- Brian M. Beattie	Senior Vice President, Finance and Administration, Chief Financial Officer and Secretary (Principal Financial and Accounting Officer)	July 26, 2001
/S/ MANUEL F. DIAZ ----- Manuel F. Diaz	Director	July 26, 2001
/S/ BRUCE GOLDEN ----- Bruce Golden	Director	July 26, 2001
/S/ CLAUDE M. LEGLISE ----- Claude M. Leglise	Director	July 26, 2001
/S/ CHRISTOPHER LOCHHEAD ----- Christopher W. Lochhead	Director	July 26, 2001
/S/ EDWARD SCOTT RUSSELL ----- Edward S. Russell	Director	July 26, 2001
/S/ ROGER J. SIPPL ----- Roger J. Sippl	Director	July 26, 2001

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