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BLONDER TONGUE LABORATORIES INC
Form S-8
June 22, 2005

As filed with the Securities and Exchange Commission on June 22, 2005
Registration No. 333-_____

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

BLONDER TONGUE LABORATORIES, INC.
(Exact name of registrant as specified in its charter)

Delaware 52-1611421
(State or other jurisdiction of (I.R.S. Employer Identification Number)
incorporation or organization)

One Jake Brown Road
Old Bridge, New Jersey 08857
(732) 679-4000
(Address, including zip code, and telephone number,
including area code, of registrant's principal executive offices)

BLONDER TONGUE LABORATORIES, INC. 2005 EMPLOYEE EQUITY INCENTIVE PLAN, AS AMENDED
BLONDER TONGUE LABORATORIES, INC. 2005 DIRECTOR EQUITY INCENTIVE PLAN, AS AMENDED
(Full title of each Plan)

James A. Luksch
Chairman and Chief Executive Officer
One Jake Brown Road
Old Bridge, New Jersey 08857
(732) 679-4000
(Name, address, including zip code, and telephone number,
including area code, of agent for service)

Copies to:

Gary P. Scharmett, Esquire
Stradley, Ronon, Stevens & Young, LLP
2600 One Commerce Square
Philadelphia, Pennsylvania 19103-7098

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be Registered(1)	Proposed maximum Offering price per Share	Proposed maximum aggregate offering price (4)	Amount of Registration fee
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Common Stock, \$.001 par value per share	83,749 shares	\$3.84 (2)	\$2,003,962	\$236
	616,251 shares	\$2.73 (3)		

- (1) Such additional indeterminable number of shares that may be issuable by reason of the anti-dilution provisions of the Blonder Tongue Laboratories, Inc. 2005 Employee Equity Incentive Plan, as amended ("Employee Plan"), and the Blonder Tongue Laboratories, Inc. 2005 Director Equity Incentive Plan, as amended (together with the Employee Plan, the "Plans"), are hereby registered.
- (2) Pursuant to Rule 457(h)(1), for shares issuable under presently outstanding options granted under the Employee Plan, the price at which such options may be exercised has been used to determine the registration fee.
- (3) Pursuant to Rule 457(h)(1) and (c), for shares available under the Plans that have yet to be granted or are not presently subject to outstanding options, the average of the high and low prices per share of the Common Stock reported on the American Stock Exchange on June 16, 2005 has been used to determine the registration fee.
- (4) Estimated solely for the purpose of determining the registration fee.

PART II

INFORMATION REQUIRED IN REGISTRATION STATEMENT

As used in this Registration Statement, unless the context otherwise requires, the term the "Company" means Blonder Tongue Laboratories, Inc. and its subsidiaries.

Item 3. Incorporation of Documents by Reference.

The following documents, previously filed by the Company with the U.S. Securities and Exchange Commission (the "Commission") pursuant to the Securities Exchange Act of 1934, as amended (the "1934 Act"), are hereby incorporated by reference in this Registration Statement, except as superseded or modified herein:

- (a) the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2004;
- (b) all other reports filed by the Company pursuant to Section 13(a) or 15(d) of the 1934 Act since the end of the fiscal covered by the annual report referred to in (a) above; and
- (c) the description of the Company's common stock, par value \$.001 per share ("Common Stock"), contained in the Company's Registration Statement on Form S-1 originally filed with the Commission on October 12, 1995, including any amendments or reports filed for the purpose of updating such descriptions.

All documents filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the 1934 Act on or after the date of this Registration Statement and 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 part hereof from the date of filing of such documents.

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Item 4. Description of Securities.

Not Applicable.

Item 5. Interests of Named Experts and Counsel.

Gary P. Scharmatt, a partner of Stradley, Ronon, Stevens & Young, LLP, legal counsel to the Company, is a director of the Company and beneficially owns 6,300 shares of the common stock and holds options to purchase 47,000 shares of the common stock at purchase prices of \$7.03 per share (5,000 shares), \$6.88 per share (15,000 shares), \$6.53 per share (2,000 shares), \$3.85 per share (5,000 shares), \$3.40 per share (5,000 shares), \$3.10 per share (5,000 shares), \$2.88 per share (5,000 shares) and \$2.05 per share (5,000 shares), which options may be exercised for a 10-year period ending on July 16, 2006 (10,000 shares), July 8, 2008 (5,000 shares), July 15, 2009 (2,000 shares), July 12, 2010 (5,000 shares), February 15, 2011 (5,000 shares), February 7, 2012 (5,000 shares), June 11, 2013, (5,000 shares), September 13, 2014 (5,000 shares) and February 1, 2015 (5,000 shares).

Item 6. Indemnification of Directors and Officers.

The Company's Certificate of Incorporation provides that to the fullest extent permitted by the Delaware General Corporation Law ("Delaware Law") a director of the Company shall not be liable to the Company or its stockholders for monetary damages for breach of fiduciary duty as a director. Under current Delaware Law, the liability of a director may not be eliminated or limited (i) for any breach of the director's duty of loyalty to the Company or its stockholders, (ii) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (iii) in respect of certain unlawful dividend payments or stock redemptions or repurchases or (iv) for any transaction from which the director derives an improper personal benefit. The effect of this provision of the Company's Certificate of Incorporation is to eliminate the rights of the Company and its stockholders (through stockholders' derivative suits on behalf of the Company) to recover monetary damages against a director for breach of the fiduciary duty of care as a director (including breaches resulting from negligent or grossly negligent behavior) except in the situations described in clauses (i) through (iv) above. This provision does not limit or eliminate the rights of the Company or any stockholder to seek nonmonetary relief such as an injunction or rescission in the event of a breach of a director's duty of care. In addition, the Company's Certificate of Incorporation and Bylaws provide that the Company shall indemnify its directors and officers to the fullest extent permitted by law.

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In addition, the Company has entered into agreements (the "Indemnification Agreements") with each of the directors and certain officers of the Company pursuant to which the Company agrees to indemnify such director or officer from all claims, liabilities, expenses, judgments, fines and amounts paid in settlement incurred by such director or officer and arising out of his capacity as a director, officer, employee and/or agent of the Company to the maximum extent provided by applicable law. In addition, such director or officer shall be entitled to an advance of expenses to the maximum extent authorized or permitted by Delaware Law to meet the obligations indemnified against.

To the extent that the Board of Directors or the stockholders of the Company may in the future wish to limit or repeal the ability of the Company to indemnify directors and officers, such repeal or limitation may not be effective as to directors and officers who are currently parties to the Indemnification

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Agreements, because their rights to full protection are contractually assured by the Indemnification Agreements. It is anticipated that similar contracts may be entered into, from time to time, with future officers and directors of the Company.

The Company has obtained directors' and officers' liability insurance. There can be no assurance, however, that the Company will be able to maintain such insurance on reasonable terms.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

Reference is made to the Exhibit Index on Page II-5 filed herewith.

Item 9. Undertakings.

(a) The undersigned registrant 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, as amended ("1933 Act");

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement.

(iii) To include any material information with respect to the plan of 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) of this section do not apply if the registration statement is on Form S-3, Form S-8 or Form F-3, and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the registrant pursuant to section 13 or section 15(d) of the 1934 Act that are incorporated by reference in the registration statement.

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(2) That, for the purpose of determining any liability under the 1933 Act, 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.

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(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 offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the 1933 Act, each filing of the registrant's annual report pursuant to section 13(a) or section 15(d) of the 1934 Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the 1934 Act) 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 arising under the 1933 Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the 1933 Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant 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 registrant 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 1933 Act and will be governed by the final adjudication of such issue.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant Blonder Tongue Laboratories, Inc. 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 Old Bridge, State of New Jersey, on June 22, 2005.

BLONDER TONGUE LABORATORIES, INC.

By: /s/ James A. Luksch
James A. Luksch, Chairman and
Chief Executive Officer

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.

Each person whose signature appears below constitutes and appoints James A. Luksch and Robert J. Palle, Jr., jointly and severally, his attorneys-in-fact, each with the power of substitution, for him in any and all capacities to sign any 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, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may do or

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cause to be done by virtue hereof.

Name	Title	Date
/S/ JAMES A. LUKSCH James A. Luksch	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	June 22, 2005
/S/ ERIC SKOLNIK Eric Skolnik	Senior Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	June 22, 2005
/S/ ROBERT J. PALLE, JR. Robert J. Palle, Jr.	Director, President, Chief Operating Officer and Secretary	June 21, 2005
/S/ JOHN E. DWIGHT John E. Dwight	Director	June 22, 2005
/S/ JAMES H. WILLIAMS James H. Williams	Director	June 22, 2005
/S/ JAMES F. WILLIAMS James F. Williams	Director	June 22, 2005
/S/ ROBERT B. MAYER Robert B. Mayer	Director	June 22, 2005
/S/ GARY P. SCHARMETT Gary P. Scharmnett	Director	June 22, 2005
/S/ ROBERT E. HEATON Robert E. Heaton	Director	June 22, 2005
/S/ STEPHEN K. NECESSARY Stephen K. Necessary	Director	June 22, 2005

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EXHIBIT INDEX

Exhibit #	Description	Location
5.1	Opinion of Counsel	Filed herein.
23.1	Consent of BDO Seidman, LLP	Filed herein.
23.2	Consent of Stradley, Ronon,	Contained in

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24.1 Stevens & Young, LLP
Power of Attorney

Exhibit 5.1 filed herein.
Contained in Signature
Page on page II-4 herein.

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