

# ASTRO MED INC /NEW/

## FORM S-8

(Securities Registration: Employee Benefit Plan)

Filed 6/21/2001

Address	600 E GREENWICH AVE WEST WARWICK, Rhode Island 02893
Telephone	401-828-4000
CIK	000008146
Industry	Computer Peripherals
Sector	Technology
Fiscal Year	01/31

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

ASTRO-MED, INC.  
(Exact name of registrant as specified in its charter)

Rhode Island

(State or other jurisdiction of incorporation  
No.) or organization)

(I.R.S. Employer Identifi

600 East Greenwich Avenue, West Warwick, Rhode Island  
(Address of Principal Executive Offices)

02893

(Zip Code)

1998 Non-Qualified Stock Option Plan  
(Full title of the plan)

Joseph P. O'Connell, Vice President, Chief Financial Officer and Treasurer,  
Astro-Med, Inc.

600 East Greenwich Avenue  
West Warwick, RI 02893

(Name and address of agent for service)

(401) 828-4000

(Telephone number, including area code, of agent for service)

Copy to:

Margaret D. Farrell, Esq.  
Hinckley, Allen & Snyder LLP  
1500 Fleet Center  
Providence, Rhode Island 02903  
(401) 274-2000

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CALCULATION OF REGISTRATION FEE

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Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share(1)	Proposed maximum aggregate offering price	Amount regist fee
Common Stock (par value	600,000	\$4.28	\$2,568,000	\$642.0

\$.05)

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- (1) Computed pursuant to Rule 457(h) solely for the purpose of determining the registration the average of the high and low prices of the Registrant's Common Stock as reported by Market(R) on June 15, 2001.

Statement of Incorporation by Reference

.....This Registration Statement on Form S-8 is being filed to register 600,000 additional stock, par value \$.05 per share ("Common Stock"), of Astro-Med, Inc. (the "Company") which have issuance under the Company's 1998 Non-Qualified Stock Option Plan, as amended (the "Plan"). A t shares of the Common Stock reserved for issuance under the Plan previously were registered on a Statement on Form S-8 (Registration No. 333-62431) filed August 28, 1998 (the "Original Registra Statement"). The contents of the Original Registration Statement are incorporated herein by ref

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 5. Interests of Named Experts and Counsel.

Certain legal matters in connection with the validity of the shares of Common Stock offe been passed upon for the Registrant by Hinckley, Allen & Snyder LLP, 1500 Fleet Center, Providen 02903. Margaret D. Farrell, a partner of Hinckley, Allen & Snyder LLP, is the Secretary of the Jacques Hopkins, a retired partner of the firm and a director of the Registrant, directly owns, wife, 8,500 shares, and indirectly owns 6,300 shares all of which are held in revocable trusts e adult children of which his wife is co-trustee. In addition, Margaret D. Farrell and Jacques Ho Trustees of the Astro-Med Employee Stock Ownership Trust. As of January 31, 2001, the Employee Trust owned 84,310 shares of Common Stock of the Registrant.

Item 8. Exhibits.

Exhibit No.	Description
5	Opinion of Hinckley, Allen & Snyder LLP
23.1	Consent of Arthur Andersen LLP
23.2	Consent of Hinckley, Allen & Snyder LLP (contained in their opinion filed as Exhibit 5)
24	Power of Attorney (included on signature page of

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and that this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized of West Warwick, State of Rhode Island, on the 21st day of June, 2001.

ASTRO-MED, INC.

By: /s/ Albert W. Ondis  
Albert W. Ondis, Chairman  
and Chief Executive Officer

We, the undersigned officers and directors of Astro-Med, Inc., in the Town of West Warwick hereby severally constitute and appoint Albert W. Ondis, Everett V. Pizzuti and Joseph P. O'Connell lawful attorneys with full power of substitution together, and each of them singly, to sign for names in the capacities indicated below, the Registration Statement on Form S-8 filed herewith with a pre-effective and post-effective amendments to said Registration Statement, and generally to do in our names and on our behalf in our capacities as officers and directors to enable Astro-Med, with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our or any one of them, to said Registration Statement and all amendments thereto.

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

Signature	Title	Date
/s/ Albert W. Ondis Albert W. Ondis	Chairman (Principal Executive Officer) and Director	June 21, 2001
/s/ Everett V. Pizzuti Everett V. Pizzuti	President (Principal Operating Officer) and Director	June 21, 2001
/s/ Joseph P. O'Connell Joseph P. O'Connell	Vice President and Treasurer (Principal Financial and Accounting Officer)	June 21, 2001
/s/ Jacques V. Hopkins Jacques V. Hopkins	Director	June 21, 2001
/s/ Hermann Viets Hermann Viets, Ph.D.	Director	June 21, 2001
/s/ Neil K. Robertson Neil K. Robertson	Director	June 21, 2001

EXHIBIT INDEX

SEQUENTIALLY EXHIBIT NUMBER	EXHIBIT	NUMBERED PAGE
5	Opinion of Hinckley, Allen & Snyder LLP	7
23.1	Consent of Arthur Andersen LLP	8
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24	Power of Attorney	5

1500 FLEET CENTER  
PROVIDENCE, RHODE ISLAND 02903  
(401) 274-2000  
FAX (401) 277-9600

HINCKLEY, ALLEN & SNYDER LLP  
Attorneys at Law

June 21, 2001

Astro-Med, Inc.  
600 East Greenwich Avenue  
West Warwick, RI 02893

RE: Registration Statement on Form S-8 for 1998 Non-Qualified Stock Option Plan, A

Ladies and Gentlemen:

We have acted as counsel to Astro-Med, Inc., a Rhode Island corporation (the "Company") with the filing by the Company of the Registration Statement on Form S-8 (the "Registration Statement") with the Securities and Exchange Commission relating to Six Hundred Thousand (600,000) shares of the Company's common stock, par value \$.05 per share (the "Common Stock"), issuable under the Astro-Med, Inc. 1998 Non-Qualified Stock Option Plan, as amended (the "Plan").

In connection with this opinion, we have examined the Company's Articles of Incorporation and the Company, as amended, the Registration Statement, corporate proceedings of the Company relating to the issuance of the Common Stock, the Plan and such other instruments and documents as we have deemed appropriate under the circumstances.

In making the aforesaid examination, we have assumed the genuineness of all signatures and the conformity to original documents of all copies furnished to us as original or photostatic copies.

Based upon and subject to the foregoing, we are of the opinion that the Common Stock which is being issued under the Plan has been duly authorized and when issued in accordance with the terms of the Plan

issued, fully paid and non-assessable.

We hereby consent to the use of our opinion as herein set forth as an exhibit to the Registration Statement. This opinion is rendered to you in connection with the Registration Statement, and we consented to in the preceding sentence, may not be relied upon or furnished to any other person. In giving such consent, we do not thereby admit that we are within the category of persons whose names are required under Section 7 of the Securities Act of 1933 or the rules and regulations of the Securities and Exchange Commission thereunder.

Very truly yours,

/s/ Hinckley, Allen & Snyder LLP

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in this registration statement of our report dated March 16, 2001 included in Astro-Med, Inc.'s Form 10-K for the year ended March 31, 2001.

/s/ ARTHUR ANDERSEN LLP

Boston, Massachusetts  
June 20, 2001

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**End of Filing**

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