

ASTRO MED INC /NEW/

FORM S-8

(Securities Registration: Employee Benefit Plan)

Filed 8/24/2000

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

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	05-0318215
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(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
600 East Greenwich Avenue, West Warwick, Rhode Island	02893
-----	-----
(Address of Principal Executive Offices)	(Zip Code)

1997 Incentive 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

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share(1)	Proposed maximum aggregate offering price	Amount of registration fee
-----	-----	-----	-----	-----
Common Stock (par value \$.05)	750,000	\$5.00	\$3,750,000	\$990.00
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(1) Computed pursuant to Rule 457(h) solely for the purpose of determining the registration fee, based on the average of the high and low prices of the Registrant's Common Stock as reported by The Nasdaq Stock Market(R) on August 18, 2000.

Statement of Incorporation by Reference

This Registration Statement on Form S-8 is being filed to register 750,000 additional shares of common stock, par value \$.05 per share ("Common Stock"), of Astro-Med, Inc. (the "Company") which have been reserved for issuance under the Company's 1997 Incentive Stock Option Plan, as amended (the "Plan"). A total of 250,000 shares of the Common Stock reserved for issuance under the Plan previously were registered on a Registration Statement on Form S-8 (Registration No. 333-32315 filed July 10, 1997) (the "Original Registration Statement"), and an additional 250,000 shares of Common Stock reserved for issuance under the Plan also previously were registered on Form S-8 (Registration No. 333-93565) filed August 28, 1998) (the "Amendment"). The contents of the Original Registration Statement and the Amendment are incorporated herein by reference.

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 offered hereby have been passed upon for the Registrant by Hinckley, Allen & Snyder LLP, 1500 Fleet Center, Providence, Rhode Island 02903. Margaret D. Farrell, a partner of Hinckley, Allen & Snyder LLP is the Secretary of the Registrant. Certain retired partners of the firm of Hinckley, Allen & Snyder LLP own shares of the Registrant's Common Stock as follows: (a) Edwin Torrance directly owns 6,000 shares; and (b) Jacques Hopkins, jointly with his wife, directly owns 8,500 shares, and indirectly owns 6,300 shares all of which are held in revocable trusts established by his adult children of which his wife is co-trustee. In addition, Margaret D. Farrell and Jacques Hopkins are joint Trustees of the Astro-Med Employee Stock Ownership Trust. As of January 31, 2000, the Employee Stock Ownership Trust owned 89,309 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 this Registration Statement)

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 Town of West Warwick, State of Rhode Island, on the 18th day of August, 2000.

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, Rhode Island hereby severally constitute and appoint Albert W. Ondis, Everett V. Pizzuti and Joseph P. O'Connell our true and lawful attorneys with full power of substitution together, and each of them singly, to sign for us and in our names in the capacities indicated below, the Registration Statement on Form S-8 filed herewith and any and all pre-effective and post-effective amendments to said Registration Statement, and generally to do all such things in our names and on our behalf in our capacities as officers and directors to enable Astro-Med, Inc. to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, 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 has been signed below by the following persons in the capacities and on the dates indicated.

<i>Signature</i>	<i>Title</i>	<i>Date</i>
/s/ Albert W. Ondis ----- Albert W. Ondis	Chairman (Principal Executive Officer) and Director	August 18, 2000 -----
/s/ Everett V. Pizzuti ----- Everett V. Pizzuti	President (Principal Operating Officer) and Director	August 18, 2000 -----
/s/ Joseph P. O'Connell ----- Joseph P. O'Connell	Vice President and Treasurer (Principal Financial and Accounting Officer)	August 14, 2000 -----
/s/ Jacques V. Hopkins ----- Jacques V. Hopkins	Director	August 18, 2000 -----
/s/ Hermann Viets ----- Hermann Viets, Ph.D.	Director	August 18, 2000 -----
/s/ Neil K. Robertson ----- Neil K. Robertson	Director	August 18, 2000 -----

EXHIBIT INDEX

EXHIBIT NUMBER -----	EXHIBIT -----	SEQUENTIALLY NUMBERED PAGE -----
5	Opinion of Hinckley, Allen & Snyder LLP	7
23.1	Consent of Arthur Anderson LLP	8
23.2	Consent of Hinckley, Allen & Snyder LLP (contained in their opinion filed as Exhibit 5)	N/A
24	Power of Attorney	5
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Exhibit 5

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

HINCKLEY, ALLEN & SNYDER LLP

Attorneys at Law

August 18, 2000

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

RE:Registration Statement on Form S-8 for 1997 Incentive Stock Option Plan, As Amended

Ladies and Gentlemen:

We have acted as counsel to Astro-Med, Inc., a Rhode Island corporation (the "Company"), in connection 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 Seven Hundred Fifty Thousand (750,000) shares of the Company's common stock, par value \$.05 per share (the "Common Stock"), issuable under the Astro-Med, Inc. 1997 Incentive Stock Option Plan, as amended (the "Plan").

In connection with this opinion, we have examined the Company's Articles of Incorporation, the bylaws of 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 relevant 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 may be issued under the Plan has been duly authorized and when issued in accordance with the terms of the Plan will be validly 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 except as consented to in the preceding sentence, may not be relied upon or furnished to any other person in any context. In giving such consent, we do not thereby admit that we are within the category of persons whose consent is 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

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Exhibit 23.1

ARTHURANDERSEN

Consent of Independent Public Accountants

As independent public accountants, we hereby consent to the use of our reports (and to all references to our Firm) included in or made a part of this registration statement of our reports dated March 10, 2000 included in Astro-Med, Inc.'s Form 10-K for the year ended January 31, 2000.

/s/ Arthur Andersen LLP

*Boston, Massachusetts
August 22, 2000*

End of Filing

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