

ARC DOCUMENT SOLUTIONS, INC.

FORM S-8

(Securities Registration: Employee Benefit Plan)

Filed 05/07/14

Address	1981 N. BROADWAY, SUITE 385 WALNUT CREEK, CA 94596
Telephone	925 949-5100
CIK	0001305168
Symbol	ARC
SIC Code	7330 - Mailing, Reproduction, Commercial Art And
Industry	Business Services
Sector	Services
Fiscal Year	12/31

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

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

ARC Document Solutions, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

20-1700361
(I.R.S. Employer
Identification No.)

1981 N. Broadway, Suite 385
Walnut Creek, CA
(Address of principal executive offices)

94596
(Zip Code)

ARC Document Solutions, Inc. 2014 Stock Incentive Plan
(Full title of the plan)

D. Jeffery Grimes, Esq.
1981 N. Broadway, Suite 385
Walnut Creek, CA 94596
(925) 949-5100
(Name, address and telephone number of agent for service)

Copy to:
Brian M. Wong, Esq.
Pillsbury Winthrop Shaw Pittman LLP
Four Embarcadero Center, 22nd Floor
San Francisco, CA 94111
(415) 983-1000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definition of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large Accelerated filer

Accelerated filer

Non-Accelerated filer (Do not check if a smaller reporting company)

Smaller Reporting Company

CALCULATION OF REGISTRATION FEE

Title of Securities To Be Registered	Amount To Be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.001 par value per share	3,500,000	\$6.29	\$22,015,000	\$2,836

- (1) 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 receipt of consideration, which results in an increase in the number of outstanding shares of Common Stock of the Registrant.
- (2) Estimated pursuant to Rule 457(h) under the Securities Act of 1933, as amended, (the "Securities Act") solely for the purposes of calculating the registration fee, based on the average high and low prices of the Registrant's Common Stock on May 2, 2014, as reported on the New York Stock Exchange.

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

EXPLANATORY NOTE

This Registration Statement on Form S-8 (this “Registration Statement”) is being filed to register 3,500,000 shares of Common Stock, par value \$0.001 per share, of ARC Document Solutions, Inc. (the “Registrant”) that may be issued under the ARC Document Solutions, Inc. 2014 Stock Incentive Plan (the “2014 Plan”). The 2014 Plan replaced the American Reprographics Company 2005 Stock Plan (the “2005 Plan”) effective May 1, 2014.

PART I

INFORMATION REQUIRED IN THE 10(A) PROSPECTUS

Item 1. Plan Information

See Item 2 below.

Item 2. Registrant Information and Employee Plan Annual Information

The documents containing the information specified in Part I of this Registration Statement on Form S-8 will be sent or given to participants in the 2014 Plan as specified by Rule 428(b)(1) under the Securities Act. Such documents are not required to be, and are not being, filed with the Securities and Exchange Commission (the “Commission”), either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act. Such documents, together with the documents incorporated by reference herein pursuant to Item 3 of Part II of this Registration Statement on Form S-8, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act. We will provide without charge to any person, upon written or oral request of such person, a copy of each document incorporated by reference in Item 3 of Part II of this Registration Statement (which documents are incorporated by reference in the Prospectus as set forth in Form S-8), other than exhibits to such documents that are not specifically incorporated by reference, the other documents required to be delivered to eligible employees pursuant to Rule 428(b) under the Securities Act and additional information about the Plan. Requests should be directed to Investor Relations, ARC Document Solutions, Inc., 1981 N. Broadway, Suite 385, Walnut Creek, CA 94596, (925) 945-5100.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

We incorporate by reference the documents listed below and those filings we may make with the Commission after the date of the initial registration statement and prior to the effectiveness of such registration statement:

- our Annual Report on Form 10-K (File No. 001-32407) for the fiscal year ended December 31, 2013, filed with the Commission on March 14, 2014;
- our Current Reports on Forms 8-K (File No. 001-32407), filed with the Commission on February 25, 2014 and May 7, 2014 (excluding any portions furnished under Item 2.02); and
- the description of our common stock contained in the Registration Statement on Form 8-A (File No. 001-32407) filed with the Commission on January 13, 2005, including any amendment(s) or report(s) filed for the purpose of updating such description.

We also incorporate by reference any future filings we will make with the Commission under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), until this offering has been completed.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

The validity of the shares of common stock offered hereby has been passed upon for the Registrant by Pillsbury Winthrop Shaw Pittman LLP, San Francisco, California.

Item 6. Indemnification of Directors and Officers.

Section 145 of the Delaware General Corporation Law provides for the indemnification of officers, directors and other corporate agents in terms sufficiently broad to indemnify such persons under certain circumstances for liabilities (including reimbursement for expenses incurred) arising under the Securities Act.

Article VI of our Restated Certificate of Incorporation provides that the liability of the directors for monetary damages shall be eliminated to the fullest extent under applicable law. Our Restated Certificate of Incorporation and Second Amended and Restated By-laws provide that the Registrant will indemnify its directors and officers (including the right to be paid for related expenses incurred in defending or participating in any proceeding) to the fullest extent authorized or permitted by law, as the same exists now or may be amended hereafter.

We have also entered into agreements with our directors and officers that will require us, among other things, to indemnify them against certain liabilities that may arise by reason of their status or service as our directors or officers to the fullest extent not prohibited by law. We maintain liability insurance for our officers and directors.

Item 7. Exemption from Registration Claimed

Not applicable.

Item 8. Exhibits

See Index to Exhibits, which list of exhibits is incorporated herein by reference.

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 to:

(i) include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) 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; and

(iii) include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if 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 Company pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this registration statement.

(2) That, for the purpose of determining any liability under the Securities 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; and

(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 Securities Act, each filing of the Company's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange 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 Securities Act may be permitted to directors, officers or 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 Securities 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 Securities Act and will be governed by the final adjudication of such issue.

INDEX TO EXHIBITS

<u>Number</u>	<u>Description</u>
4.1	Restated Certificate of Incorporation of the Registrant (filed as Exhibit 3.2 to the Registrant's Form 10-K filed on March 13, 2013 and incorporated herein by reference)
4.2	Second Amended and Restated Bylaws of the Registrant (filed as Exhibit 3.1 to Registrant's Form 8-K filed on October 6, 2009 and incorporated herein by reference)
4.3	Specimen Common Stock Certificate (filed as Exhibit 4.1 to Registrant's Form S-1 filed on October 15, 2004 and incorporated herein by reference)
4.4	ARC Document Solutions, Inc. 2014 Stock Incentive Plan (filed as Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on May 7, 2014 and incorporated herein by reference)
4.5	Amendment No. 1 to ARC Document Solutions, Inc. 2014 Stock Incentive Plan (filed as Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed on May 7, 2014 and incorporated herein by reference)
5.1*	Opinion of Pillsbury Winthrop Shaw Pittman LLP regarding the validity of the securities being registered
23.1*	Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm
23.2*	Consent of Pillsbury Winthrop Shaw Pittman LLP (See Exhibit 5.1)
24.1*	Power of Attorney (Included as part of signature page)

* Filed herewith.

PILLSBURY WINTHROP SHAW PITTMAN LLP
Four Embarcadero Center, 22nd Floor
San Francisco, CA 94111

May 7, 2014

ARC Document Solutions, Inc.
1981 N. Broadway, Suite 385
Walnut Creek, California 94596

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We are acting as counsel for ARC Document Solutions, Inc., a Delaware corporation (the “Company”), in connection with the Registration Statement on Form S-8 (the “Registration Statement”) relating to the registration under the Securities Act of 1933 (the “Act”) of 3,500,000 shares of the Company’s common stock, par value \$0.001 per share (the “Shares”), issuable pursuant to the Company’s 2014 Stock Incentive Plan (the “Plan”).

We have reviewed and are familiar with such corporate proceedings and other matters as we have deemed necessary for the opinions expressed in this letter. Based upon the foregoing, we are of the opinion that the Shares have been duly authorized and, when issued and sold in accordance with the Plan, will be validly issued, fully paid and nonassessable. The opinions set forth in this letter are limited to the General Corporation Law of the State of Delaware, as in effect on the date hereof.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Very truly yours,

/s/ Pillsbury Winthrop Shaw Pittman LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated March 14, 2014, relating to the consolidated financial statements and financial statement schedule of ARC Document Solutions, Inc. and subsidiaries, and the effectiveness of ARC Document Solutions Inc. and subsidiaries' internal control over financial reporting, appearing in the Annual Report on Form 10-K of ARC Document Solutions, Inc. for the year ended December 31, 2013.

/s/ Deloitte & Touche LLP

San Francisco, California
May 6, 2014