

GENESIS MICROCHIP INC /DE
Form S-8
October 15, 2003

As filed with the Securities and Exchange Commission on October 15, 2003

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

Under

The Securities Act of 1933

GENESIS MICROCHIP INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

2150 Gold Street

Alviso, California
(Address of Principal Executive Offices)

77-0584301
(I.R.S. Employer

Identification No.)

95002
(Zip Code)

1997 Employee Stock Option Plan

2000 Nonstatutory Stock Option Plan

(Full title of the plans)

Eric Erdman

Interim Chief Executive Officer and

Chief Financial Officer

Genesis Microchip Inc.

2150 Gold Street

Alviso, CA 95002

(Name and address of agent for service)

(408) 262-6599

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

Copy to:

Selim Day, Esq.

Wilson Sonsini Goodrich & Rosati

Professional Corporation

650 Page Mill Road

Palo Alto, CA 94304

(650) 493-9300

CALCULATION OF REGISTRATION FEE

Title	Amount to	Proposed	Proposed	Amount of
of securities to	be	maximum	maximum	registration
	registered	offering	aggregate	fee

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be registered		price per share	offering price	
Common Stock, par value \$0.001, approved for issuance under the 1997 Employee Stock Option Plan	1,085,127	\$13.64(1)	\$14,801,132.28	\$ 1,197.41
Common Stock, par value \$0.001, approved for issuance under the 2000 Nonstatutory Stock Option Plan	465,055	\$13.64(1)	\$ 6,343,350.20	\$ 513.18
TOTAL:	1,550,182		\$21,144,482.48	\$1,710.59

(1) Estimated in accordance with Rule 457(h) under the Securities Act of 1933, as amended, solely for the purpose of calculating the registration fee, based on the average of the high and low price per share of the common stock as reported on the Nasdaq National Market on October 10, 2003.

REGISTRATION STATEMENT

PURSUANT TO GENERAL INSTRUCTION E TO FORM S-8

On February 21, 2002, Genesis Microchip Inc. (the Registrant) filed a Registration Statement on Form S-8 (Registration No. 333-83170) with the Securities and Exchange Commission to register shares of the Registrant's common stock that were reserved for issuance pursuant to options granted under, among other plans, the Registrant's 1997 Employee Stock Option Plan and 2000 Nonstatutory Stock Option Plan. On December 23, 2002, the Registrant filed an additional Registration Statement on Form S-8 (Registration No. 333-102161) with respect to, among other plans, the Registrant's 1997 Employee Stock Option Plan and 2000 Nonstatutory Stock Option Plan. Both of those Registration Statements are incorporated herein by this reference.

The Registrant is filing this Registration Statement on Form S-8 to register additional shares of its common stock that have been reserved for issuance pursuant to options granted under the Registrant's 1997 Employee Stock Option Plan and 2000 Nonstatutory Stock Option Plan.

Pursuant to the evergreen provisions of the 1997 Employee Stock Option Plan, effective April 1, 2003, the number of shares of the Registrant's common stock for which options may be granted under that plan was increased by 1,085,127 shares.

Pursuant to the evergreen provisions of the 2000 Nonstatutory Stock Option Plan, effective April 1, 2003, the number of shares of the Registrant's common stock for which options may be granted under that plan was increased by 465,055 shares.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 8. EXHIBITS

Exhibit

Number	Exhibit Description
4.1(1)	Certificate of Incorporation of the Registrant.
4.2(2)	Amended and Restated Bylaws of the Registrant.
4.3(3)	Certificate of Designation of Rights, Preferences and Privileges of Series A Participating Preferred Stock of the Registrant.
4.4(3)	Preferred Stock Rights Agreement, dated as of June 27, 2002, between the Registrant and Mellon Investor Services, L.L.C., as amended on March 16, 2003.
4.5(1)	Form of Common Stock Certificate of the Registrant.
4.6(4)	The 1997 Employee Stock Option Plan.

4.7(4) The 2000 Nonstatutory Stock Option Plan.

- 5.1 Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation, regarding the validity of the securities being registered.
- 23.1 Consent of KPMG LLP.
- 23.2 Consent of Counsel (contained in Exhibit 5.1).
- 24.1 Power of Attorney (see signature page).

(1) Incorporated by reference to the Registrant's Registration Statement on Form S-4 (File No. 333-72202) filed with the Securities and Exchange Commission on October 25, 2001, as amended.

(2) Incorporated by reference to the Registrant's Annual Report on Form 10-K/A filed with the Securities and Exchange Commission on July 29, 2002, as amended.

(3) Incorporated by reference to the Registrant's Registration Statement on Form 8-A filed with the Securities and Exchange Commission on August 5, 2002, as amended by the Registrant's Registration Statement on Form 8-A/A filed with the Securities and Exchange Commission on March 31, 2003.

(4) Incorporated herein by reference to the Registrant's Registration Statement on Form S-8 (File No. 333-83170) filed with the Commission on February 21, 2002.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Alviso, State of California, on October 15, 2003.

GENESIS MICROCHIP INC.

By: /s/ Eric Erdman

Eric Erdman

Interim Chief Executive Officer and

Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Eric Erdman his attorney-in-fact, with full 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 attorney-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities indicated on October 15, 2003.

<u>Signature</u>	<u>Title</u>
<u> /s/ Eric Erdman </u> Eric Erdman	Interim Chief Executive Officer, Chief Financial Officer, and Director (Principal Executive Officer and Principal Financial and Accounting Officer)
<u> /s/ Tim Christoffersen </u> Tim Christoffersen	Director
<u> /s/ Jeffrey Diamond </u> Jeffrey Diamond	Chairman of the Board
<u> /s/ George A. Duguay </u>	Director

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George A. Duguay

/s/ Robert H. Kidd

Director

Robert H. Kidd

/s/ Alexander S. Lushtak

Director

Alexander S. Lushtak

/s/ Chandrashekar M. Reddy

Director

Chandrashekar M. Reddy

-3-

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