

Edgar Filing: NETEGRITY INC - Form S-8

NETEGRITY INC
Form S-8
October 31, 2001

As filed with the Securities and Exchange Commission on October 31, 2001.
Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM S-8
REGISTRATION STATEMENT
under
THE SECURITIES ACT OF 1933

NETEGRITY, INC.
(Exact name of issuer as specified in its charter)

Delaware 04-2911320
(State of Incorporation) (IRS Employer Identification Number)

52 Second Avenue, Waltham, MA 02451
(Address of Principal Executive Offices)

(781) 890-1700
(Registrant's telephone number, including area code)

NETEGRITY, INC. 2000 STOCK INCENTIVE PLAN
(Full title of the Plan)

Anthony J. Medaglia, Jr., Esquire
Hutchins, Wheeler & Dittmar
A Professional Corporation
101 Federal Street
Boston, Massachusetts 02110
(617) 951-6600
(Name, address and telephone number of agent for service)

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 (2) |
|-----------------------------------------|----------------------------|-----------------------------------------------|-----------------------------------------------|
| Common Stock, par value \$.01 per share | 2,300,000 Shares | \$11.19 | \$25,737,000.00 |

(1) Also registered hereunder are such additional number of shares of Common Stock, presently indeterminable, as may be necessary to satisfy the antidilution provisions of the Plan to which this Registration Statement relates.

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(2) Calculated solely for the purpose of this offering under Rule 457(h) of the Securities Act of 1933, as amended (the "Securities Act") on the basis of the high and low selling prices per share of Netegrity, Inc.'s Common Stock on October 30, 2001, as reported on the Nasdaq National Market which was \$11.19.

NOTE

This Registration Statement is being filed solely for the purpose of registering 2,300,000 additional shares of Common Stock of Netegrity, Inc. issuable pursuant to the 2000 Stock Incentive Plan (the "Option Plan") originally adopted in 2000. The total number of shares issuable under the Option Plan is 5,300,000 as of October 29, 2001, of which 3,000,000 shares were previously registered on Form S-8 (Reg. No. 333-48428). Pursuant to Instruction E to Form S-8, the contents of the Registration Statement on Form S-8 (Registration No. 333-48428) is herein incorporated by reference. The amounts listed hereunder reflect a 3:2 split of the Common Stock of Netegrity, Inc. on September 1, 2000.

ITEM 8. EXHIBITS

| Number | Description |
|--------|-----------------------------------------------------------------------------------------------|
| 4.1 | 2000 Stock Incentive Plan |
| 5.1 | Opinion of Hutchins, Wheeler & Dittmar, A Professional Corporation. |
| 23.1 | Consent of Hutchins, Wheeler & Dittmar, a Professional Corporation (included in Exhibit 5.1). |
| 23.2 | Consent of PricewaterhouseCoopers LLP. |
| 24.1 | Powers of Attorney (See Page II-2). |

II-2

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 Waltham, Massachusetts on October 25, 2001.

NETEGRITY, INC.

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By /s/Barry N. Bycoff
Barry N. Bycoff
Chief Executive Officer

KNOW ALL MEN BY THESE PRESENTS that each person whose signature appears below constitutes and appoints Barry N. Bycoff his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or in his name, place and stead, in any and all capacities to sign any and all amendments or post-effective amendments to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agents, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitutes, may lawfully do or cause to be done by virtue hereof.

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

| Signature | Title |
|-----------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| s/sBarry N. Bycoff Barry N. Bycoff | Chairman of the Board of Directors, President, Chief Executive Officer, Treasurer and Director (principal executive officer and principal financial and accounting officer) |
| /s/Paul F. Deninger Paul F. Deninger | Director |
| /s/Eric R. Giler Eric R. Giler | Director |
| /s/Lawrence D. Lenihan Lawrence D. Lenihan | Director |
| /s/Ralph B. Wagner Ralph B. Wagner | Director |
| /s/Michael L. Mark Michael L. Mark | Director |

INDEX TO EXHIBITS

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