

Edgar Filing: STELLENT INC - Form S-8

STELLENT INC  
Form S-8  
December 23, 2002

As filed with the Securities and Exchange Commission on December 23, 2002  
Registration No. 333-

=====

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D. C. 20549

-----

FORM S-8

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

-----

STELLENT, INC.  
(Exact name of Registrant as specified in its charter)

MINNESOTA  
(State or other jurisdiction of  
incorporation or organization)

41-1652566  
(I.R.S. Employer  
Identification No.)

7777 GOLDEN TRIANGLE DRIVE  
EDEN PRAIRIE, MINNESOTA  
(Address of principal executive offices)

55344  
(Zip Code)

STELLENT, INC.  
1997 DIRECTOR STOCK OPTION PLAN  
(Full title of the plan)

Gregg A. Waldon  
Chief Financial Officer  
Stellent, Inc.  
7777 Golden Triangle Drive  
Eden Prairie, Minnesota 55344  
(Name and address of agent for service)

(952) 903-2000  
(Telephone number, including area code, of agent for service)

-----

copy to:

Kris Sharpe  
Faegre & Benson LLP  
2200 Wells Fargo Center  
90 South Seventh Street  
Minneapolis, Minnesota 55402  
(612) 766-7000

-----

CALCULATION OF REGISTRATION FEE

Edgar Filing: STELLENT INC - Form S-8

| Title of Securities to be Registered | Amount to be Registered | Proposed Maximum Offering Price Per Share(1) | Proposed Maximum Aggregate Offering Price(1) |
|--------------------------------------|-------------------------|--|--|
| Common Stock, \$.01 par value        | 200,000 shares          | \$4.69                                       | \$938,000                                    |

(1) Estimated solely for the purpose of determining the registration fee pursuant to the provisions of Rule 457(h)(1) under the Securities Act of 1933, as amended, based on the average of the high and low sale prices per share of the Registrant's Common Stock as quoted on the Nasdaq National Market on December 18, 2002.

STELLENT, INC.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 200,000 shares of the Registrant's Common Stock to be issued pursuant to the Registrant's 1997 Director Stock Option Plan, as amended and restated (the "Plan"). The Registration Statement previously filed with the Commission relating to the Plan (File No. 333-66449) is incorporated by reference herein.

EXHIBITS

| Exhibit | Description   |
|---------|---|
| 4.1     | Amended and Restated Articles of Incorporation, as amended.(1)  |
| 4.2     | Amended and Restated Bylaws.(2)   |
| 4.3     | Share Rights Agreement between the Registrant and Wells Fargo Bank, Minnesota, N.A., as Rights Agent, dated as of May 29, 2002(3) |
| 5       | Opinion of Faegre & Benson LLP as to the legality of the shares being registered.   |
| 23.1    | Consent of Faegre & Benson LLP (contained in Exhibit 5 to this Registration Statement).   |
| 23.2    | Consent of Grant Thornton LLP.  |
| 24      | Powers of Attorney (included on page 2 of this Registration Statement).   |
| 99      | Stellent, Inc. 1997 Director Stock Option Plan, as amended and restated.(4)   |

Edgar Filing: STELLENT INC - Form S-8

- (1) Incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed August 30, 2001 (File No. 0-19817).
- (2) Incorporated by reference to Exhibit 4.2 of the Company's Registration Statement on Form S-8 (File No. 333-75828).
- (3) Incorporated by reference to Exhibit 99.1 of the Company's Registration Statement on Form 8-A12G filed June 3, 2002 (File No. 0-19817).
- (4) Incorporated by reference to Exhibit A to the Company's Definitive Proxy Statement on Schedule 14A, filed with the Commission on July 26, 2002 (File No. 0-19817).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Company 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 Eden Prairie, State of Minnesota, on December 23, 2002.

STELLENT, INC.

By /s/ Gregg A. Waldon

-----  
Gregg A. Waldon  
Chief Financial Officer,  
Treasurer and Secretary

POWER OF ATTORNEY

Each of the undersigned hereby appoints Vernon J. Hanzlik and Gregg A. Waldon, and each of them (with full power to act alone), as attorneys and agents for the undersigned, with full power of substitution, for and in the name, place and stead of the undersigned, to sign and file with the Securities and Exchange Commission under the Securities Act of 1933, as amended, any and all amendments and exhibits to this Registration Statement and any and all applications, instruments and other documents to be filed with the Securities and Exchange Commission pertaining to the registration of the securities covered hereby, with full power and authority to do and perform any and all acts and things whatsoever requisite and necessary or desirable.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons, representing a majority of the Board of Directors, in the capacities indicated on December 23, 2002.

Signature  
-----

Title  
-----

/s/ Vernon J. Hanzlik  
-----

President and Chief Executive Officer (Principal Execu

Edgar Filing: STELLENT INC - Form S-8

|                           |   |
|---------------------------|---|
| Vernon J. Hanzlik         | Officer and Director)   |
| /s/ Gregg A. Waldon       |   |
| -----                     |   |
| Gregg A. Waldon           | Chief Financial Officer, Treasurer and Secretary (Principal Financial Officer and Principal Accounting Officer) |
| /s/ Robert F. Olsen       |   |
| -----                     |   |
| Robert F. Olsen           | Chairman of the Board of Directors  |
| /s/ Kenneth H. Holec      |   |
| -----                     |   |
| Kenneth H. Holec          | Director  |
| /s/ Steven C. Waldron     |   |
| -----                     |   |
| Steven C. Waldron         | Director  |
| /s/ Michael W. Ferro, Jr. |   |
| -----                     |   |
| Michael W. Ferro, Jr.     | Director  |
| /s/ Raymond A. Tucker     |   |
| -----                     |   |
| Raymond A. Tucker         | Director  |

INDEX TO EXHIBITS

| Exhibit | Description  | Met<br>of F<br>----- |
|---------|--|----------------------|
| 4.1     | Amended and Restated Articles of Incorporation, as amended(1).....   | Inco<br>Refe         |
| 4.2     | Amended and Restated Bylaws(2).....  | Inco<br>Refe         |
| 4.3     | Share Rights Agreement between the Registrant and Wells Fargo Bank, Minnesota, N.A., as Rights Agent, dated as of May 29, 2002(3)..... | Inco<br>Refe         |
| 5       | Opinion of Faegre & Benson LLP as to the legality of the shares being registered.....  | Elec<br>Tran         |
| 23.1    | Consent of Faegre & Benson LLP (contained in Exhibit 5 to this Registration Statement).....  |                      |
| 23.2    | Consent of Grant Thornton LLP.....   | Elec<br>Tran         |
| 24      | Powers of Attorney (included on page 2 of this Registration Statement).....  |                      |
| 99      | Stellent, Inc. 1997 Director Stock Option Plan, as amended and restated(4)....   | Inco<br>Refe         |
| -----   |  |                      |

## Edgar Filing: STELLENT INC - Form S-8

- (1) Incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed August 30, 2001 (File No. 0-19817).
- (2) Incorporated by reference to Exhibit 4.2 of the Company's Registration Statement on Form S-8 (File No. 333-75828).
- (3) Incorporated by reference to Exhibit 99.1 of the Company's Registration Statement on Form 8-A12G filed June 3, 2002 (File No. 0-19817).
- (4) Incorporated by reference to Exhibit A to the Company's Definitive Proxy Statement on Schedule 14A, filed with the Commission on July 26, 2002 (File No. 0-19817).