

ILLINOIS SUPERCONDUCTOR CORPORATION

Form S-8

July 10, 2001

Table of Contents

As filed with the Securities and Exchange Commission on July 10, 2001  
Registration No. 333-\_\_\_\_\_

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

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**FORM S-8**

**REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**ISCO INTERNATIONAL, INC.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other Jurisdiction of Incorporation)

**36-2688459**  
(I.R.S employer Identification No.)

**451 Kingston Court**  
**Mt. Prospect, Illinois 60056**  
(Address of Principal Executive Offices)

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**ISCO International, Inc. Amended and Restated 1993 Stock Option Plan**  
(Full Title of the Plan)

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**Dr. George Calhoun**  
**Chief Executive Officer**  
**ISCO International, Inc.**  
**451 Kingston Court**  
**Mt. Prospect, Illinois 60056**  
**(847) 391-9400**  
(Name, Address, Including Zip Code, and Telephone Number,  
Including Area Code, of Agent For Service)

**COPIES TO:**

**Barry M. Abelson, Esquire**  
**Pepper Hamilton LLP**  
**3000 Two Logan Square**  
**Eighteenth and Arch Streets**  
**Philadelphia, Pennsylvania**  
**19103-2799**  
**(215) 981-4000**

**Michael P. Gallagher, Esquire**  
**Pepper Hamilton LLP**  
**1235 Westlakes Drive**  
**Suite 400**  
**Berwyn, Pennsylvania 19312**  
**(610) 640-7800**

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**TABLE OF CONTENTS**

PART I. INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS  
PART II. INFORMATION REQUIRED IN THE REGISTRATION STATEMENT  
SIGNATURES  
EXHIBIT INDEX  
Opinion of Pepper Hamilton LLP  
Consent of Grant Thornton LLP  
Consent of Ernst & Young LLP

**Table of Contents**

**CALCULATION OF REGISTRATION FEE**

| <b>Title of Securities to Be Registered</b> | <b>Amount to Be Registered(1)</b> | <b>Proposed Maximum Offering Price Per Share</b> | <b>Proposed Maximum Aggregate Offering Price</b> | <b>Amount of Registration Fee</b> |
|---|-----------------------------------|--|--|-----------------------------------|
| Common Stock, \$.001 par value (2)          | 8,000,000                         | \$ 1.48(3)                                       | \$ 11,840,000(3)                                 | \$ 2,960 (3)                      |

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended, this Registration Statement shall also cover any additional shares of the ISCO International, Inc. s common stock that become issuable by reason of any stock dividend, stock-split, recapitalization or other similar transaction effected with the receipt of consideration that increases the number of the ISCO International s outstanding shares of common stock.
- (2) Includes rights to purchase ISCO International, Inc. Series A Junior Participating Preferred Stock, or Rights. Prior to the occurrence of certain events, the Rights will not be exercisable or evidence separately from ISCO International common stock.
- (3) The amount is based on the average of the bid and asked price of ISCO International s common stock on the Over The Counter Bulletin Board on July 6, 2001 and is used solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and (h) under the Securities Act of 1933, as amended.

**Table of Contents**

**PART I**

**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

The information required by Part I of Form S-8 is included in documents to be given to the recipient of the securities registered hereby in accordance with Rule 428(b)(1) under the Securities Act of 1933, as amended.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

This Registration Statement on Form S-8 registers additional securities of the same class as other securities for which registration statements on Form S-8 relating to the ISCO International, Inc. Amended and Restated 1993 Stock Option Plan and the Illinois Superconductor Corporation Initial Stock Option Plan are effective. Accordingly, pursuant to General Instruction E of Form S-8, the registration statement on Form S-8 (File No. 33-88716) filed January 24, 1995, the registration statement on Form S-8 (File No. 333-06003) filed June 14, 1996, the registration statement on Form S-8 (File No. 333-39342) filed June 14, 2000 and the registration statement on Form S-8 (File No. 333-43164) filed August 7, 2000 are hereby incorporated by reference.

**Item 8. Exhibits.**

The exhibits filed as part of this registration statement are as follows:

| Exhibit  | Description   |
|--|---|
| 4.6  | ISCO International, Inc. Amended and Restated 1993 Stock Option Plan(1) |
| 5.1*   |   |
| Opinion of<br>Pepper<br>Hamilton<br>LLP<br>regarding<br>legality of<br>securities<br>being<br>registered     |   |
| 23.1*  |   |
| Consent of<br>Grant<br>Thornton<br>LLP   |   |
| 23.2*  |   |
| Consent of<br>Ernst &<br>Young LLP   |   |
| 23.3*  |   |
| Consent of<br>Pepper<br>Hamilton<br>LLP<br>(included in<br>its Opinion<br>filed as<br>Exhibit 5.1<br>hereto) |   |
| 24.1*  |   |
| Powers of<br>Attorney<br>(included<br>on<br>signature<br>page)   |   |

(1) Incorporated by reference to Appendix C and D of ISCO International's Definitive Proxy materials filed on May 22, 2001.

Filed herewith.

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, ISCO International, Inc. 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 Mt. Prospect, Illinois on July 10, 2001.

**ISCO INTERNATIONAL, INC.**

By: /s/ George M. Calhoun

George M. Calhoun  
Chairman and Chief Executive Officer

**POWER OF ATTORNEY**

Pursuant to the requirements of the Securities Exchange Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated. Each person whose signature appears below in so signing also makes, constitutes and appoints George M. Calhoun and Charles F. Willes, as his true and lawful attorneys-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to execute and cause to be filed with the Securities and Exchange Commission any and all amendments and post-effective amendments to this Registration Statement and a related registration statement that is to be effective upon filing pursuant to Rule 462(b) under the Securities Act of 1933, and in each case to file the same, with all exhibits thereto and other documents in connection therewith, and hereby ratifies and confirms all that 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, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature   | Title   | Date          |
|---|---|---------------|
| _____<br>/s/ George M. Calhoun<br>George M. Calhoun Chief | Chief Executive Officer and Director<br>(Principal Executive Officer) | July 10, 2001 |
| _____<br>/s/ Charles F. Willes<br>Charles F. Willes       | Chief Financial Officer (Principal and<br>Accounting Officer)         | July 10, 2001 |
| _____<br>/s/ Mark D. Brodsky<br>Mark D. Brodsky           | Director  | July 5, 2001  |
| _____<br>/s/ Howard S. Hoffmann<br>Howard S. Hoffmann     | Director  | July 5, 2001  |
| _____<br>/s/ Thomas L. Powers<br>Thomas L. Powers         | Director  | July 5, 2001  |
| _____<br>/s/ Norbert Lou<br>Norbert Lou                   | Director  | July 5, 2001  |
| _____<br>/s/ Daniel T. Spoor<br>Daniel T. Spoor           | Director  | July 5, 2001  |

**Table of Contents****EXHIBIT INDEX**

| Exhibit  | Description  |
|--|--|
| 5.1<br>23.1<br>Consent of<br>Grant<br>Thornton<br>LLP                  | Opinion of Pepper Hamilton LLP regarding legality of securities being registered |
| 23.2<br>Consent of<br>Ernst &<br>Young LLP                             |  |
| 23.3<br>Consent of<br>Pepper<br>Hamilton<br>LLP                        |  |
| (included in<br>its Opinion<br>filed as<br>Exhibit 5.1<br>hereto)      |  |
| 24.1<br>Powers of<br>Attorney<br>(included<br>on<br>signature<br>page) |  |