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BLACK BOX CORP
Form S-8
June 16, 2004

Registration No. 333-_____

As filed with the Securities and Exchange Commission on June 16, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8
Registration Statement
Under
The Securities Act of 1933

BLACK BOX CORPORATION
(Exact name of registrant as specified in its charter)

DELAWARE
(State or jurisdiction of
incorporation or organization)

95-3086563
(I.R.S. Employer
Identification No.)

1000 PARK DRIVE
LAWRENCE, PENNSYLVANIA 15055
(Address of principal executive offices)

BLACK BOX CORPORATION
1992 STOCK OPTION PLAN
(Full title of the plan)

MICHAEL MCANDREW, CHIEF FINANCIAL OFFICER
BLACK BOX CORPORATION
1000 PARK DRIVE
LAWRENCE, PENNSYLVANIA 15055
(Name and address of agent for service)
412-873-6788
(Telephone number of agent for service)

COPIES OF COMMUNICATIONS TO:
Ronald Basso, Esquire
Buchanan Ingersoll PC
One Oxford Centre
301 Grant Street, 20th Floor
Pittsburgh, PA 15219-1410
412-562-8800

CALCULATION OF REGISTRATION FEE

=====			
	PROPOSED		
TITLE OF SECURITIES TO BE	AMOUNT TO BE	MAXIMUM OFFERING PRICE	PROPOSED MAXIMUM AGGREGATE OFFERING

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REGISTERED	REGISTERED	PER SHARE	PRICE	REG
	350,000 shares	\$40.26 (1)	\$14,091,000 (1)	
Common Stock	250,000 shares	\$40.55 (1)	\$10,137,500 (1)	
(par value \$.001 per share)				
TOTAL	600,000 shares		\$24,228,500	

(1) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(h). In accordance with Rule 457(h), such price is the price at which the options may be exercised.

INCORPORATION OF PRIOR REGISTRATION STATEMENTS BY REFERENCE

Black Box Corporation, formerly known as MB Communications, Inc. (the "Corporation"), hereby incorporates by reference into this Registration Statement the information contained in the Corporation's earlier Registration Statements, File Nos. 33-75254, 33-92656, 333-1978, 333-34839, 333-81521, 333-64410 and 333-100294 relating to the Corporation's 1992 Stock Option Plan and amendments thereto.

Certain financial statements included in the Annual Report on Form 10-K incorporated herein by reference were audited by Arthur Andersen LLP. After reasonable efforts, the Registrant has not been able to obtain the consent of Arthur Andersen LLP to the incorporation by reference of its audit report dated April 26, 2002 into this registration statement. Accordingly, Arthur Andersen LLP will not be liable to investors under Section 11(a) of the Securities Act of 1933, as amended, because it has not consented to being named as an expert in the registration statement, and therefore such lack of consent may limit the recovery by investors from Arthur Andersen LLP.

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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 Lawrence, Commonwealth of Pennsylvania, on this 16th day of June, 2004.

BLACK BOX CORPORATION

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By: /s/ Fred C. Young

Fred C. Young
Chief Executive Officer

KNOW ALL MEN BY THESE PRESENTS that each person whose signature appears below constitutes and appoints Fred C. Young and Michael McAndrew, and each of them, such person's true and lawful attorneys-in-fact and agents, with full power of substitution and revocation, for such person and in such person's name, place and stead, in any and all capacities to sign any and all amendments (including 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 attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agent or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

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 this 16th day of June, 2004.

SIGNATURE	CAPACITY
/s/ William F. Andrews ----- William F. Andrews	Director
/s/ Thomas W. Golonski ----- Thomas W. Golonski	Director
/s/ Thomas G. Greig ----- Thomas G. Greig	Director and Chairman of the Board
/s/ William R. Newlin ----- William R. Newlin	Director
/s/ Brian D. Young ----- Brian D. Young	Director
/s/ Fred C. Young ----- Fred C. Young	Chief Executive Officer (Principal Executive Officer)
/s/ Michael McAndrew ----- Michael McAndrew	Vice President, Chief Financial Officer, Secretary, Treasurer and Principal Accounting Officer

EXHIBIT INDEX

EXHIBIT NO.	DESCRIPTION
5.01	Opinion of Buchanan Ingersoll PC
10.01	Amended and Restated 1992 Stock Option Plan
23.01	Consent of Independent Registered Accounting Firm
23.02	Consent of Arthur Andersen LLP is omitted pursuant to Rule 437a
23.03	Consent of Buchanan Ingersoll PC (contained in opinion filed as Exhibit 5.01 hereto)
24.01	Powers of Attorney (contained herein on signature page)