

BLACK BOX CORP  
Form S-8  
September 20, 2007

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Registration No. 333-\_\_\_\_\_

As filed with the Securities and Exchange Commission on September 20, 2007

**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 DIRECTOR STOCK OPTION PLAN**  
(Full title of the plan)

**Christopher H. Gebhardt, Esquire  
General Counsel  
Black Box Corporation  
1000 Park Drive  
Lawrence, Pennsylvania 15055**  
(Name and address of agent for service)  
**724-873-6722**  
(Telephone number of agent for service)

**Copies of communications to:**  
Ronald Basso, Esquire  
Buchanan Ingersoll & Rooney PC  
One Oxford Centre  
301 Grant Street, 20th Floor  
Pittsburgh, PA 15219-1410  
412-562-8800

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be</b>	<b>Amount to be</b>	<b>Proposed Maximum Offering Price</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
<b>Registered</b>	<b>Registered</b>	<b>Per Share</b>	<b>Price</b>	
Common Stock	7,116 shares	\$39.41 <sup>(1)</sup>	\$280,441.56 <sup>(1)</sup>	\$ 8.61 <sup>(1)</sup>
(par value \$.001 per share)	12,884 shares	\$40.775 <sup>(2)</sup>	\$525,345.10 <sup>(2)</sup>	\$16.13 <sup>(2)</sup>
<b>Total</b>	20,000 shares		\$805,786.66	\$24.74

- (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.
  
  - (2) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(h). In accordance with Rule 457(h), such price is the average of the high and low sale prices for the Common Stock as quoted on the Nasdaq Stock Market on September 17, 2007.
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EX-5.01

EX-23.01

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**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. 33-75252, 333-34837, 333-81523, 333-64412, 333-100295, 333-116551 and 333-125839 relating to the Corporation's 1992 Director Stock Option Plan and amendments thereto.

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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 Murfreesboro, State of Tennessee, on this 19th day of September, 2007.

BLACK BOX CORPORATION

By: /s/ Terry Blakemore

Terry Blakemore  
Chief Executive Officer

KNOW ALL MEN BY THESE PRESENTS that each person whose signature appears below constitutes and appoints Terry Blakemore 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 20th day of September, 2007.

SIGNATURE	CAPACITY
/s/ William F. Andrews	Director
William F. Andrews	
/s/ Richard L. Crouch	Director
Richard L. Crouch	
/s/ Thomas W. Golonski	Director
Thomas W. Golonski	
/s/ Thomas G. Greig	Director and Chairman of the Board
Thomas G. Greig	
/s/ Edward A. Nicholson	Director
Edward A. Nicholson, Ph.D.	
/s/ Terry Blakemore	Interim President and Chief Executive Officer (Principal Executive Officer)

Terry Blakemore

/s/ Michael McAndrew

Michael McAndrew

Vice President, Chief Financial Officer, Secretary,  
Treasurer and Principal Accounting Officer  
(Principal Financial Officer)

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**EXHIBIT INDEX**

EXHIBIT NO.	DESCRIPTION
5.01	Opinion of Buchanan Ingersoll & Rooney PC
10.01	1992 Director Stock Option Plan, as amended (incorporated by reference from Exhibit 10.2 to the Form 10-Q related to the quarterly period ended June 30, 2007)
23.01	Consent of BDO Seidman, LLP
23.02	Consent of Buchanan Ingersoll & Rooney PC (contained in opinion filed as Exhibit 5.01 hereto)
24.01	Powers of Attorney (contained herein on signature page)

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