

SONOSITE INC
Form S-8
August 12, 2002

As filed with the Securities and Exchange Commission on August 12, 2002

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

SONOSITE, INC.

(Exact name of Registrant as specified in its charter)

Washington
(State or other jurisdiction of
incorporation or organization)

91-1405022
(I.R.S. Employer
Identification No.)

21919 30th Drive SE
Bothell, Washington 98021-3904
(Address of principal executive offices, including zip code)

SONOSITE, INC. 1998 NONOFFICER EMPLOYEE STOCK OPTION PLAN
(Full title of the plan)

KEVIN M. GOODWIN
President and Chief Executive Officer
SonoSite, Inc.
21919 30th Drive SE
Bothell, Washington 98021-3904
(425) 951-1200

(Name, address and telephone number, including area code, of agent for service)

Copy to:

STEPHEN M. GRAHAM
Orrick, Herrington & Sutcliffe LLP
719 Second Avenue, Suite 900
Seattle, Washington 98104

CALCULATION OF REGISTRATION FEE

| Title of Securities To Be Registered | Amount To Be | Proposed Maximum | Proposed Maximum | Amount of Registration Fee |
|--------------------------------------|-----------------|---------------------|---------------------|-------------------------------|
|--------------------------------------|-----------------|---------------------|---------------------|-------------------------------|

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| | Registered(1) | Offering Price Per Share | Aggregate Offering Price | |
|---|----------------|-----------------------------|-----------------------------|----------|
| Common Stock, \$0.01 par value per share, authorized but unissued under the NOE Plan | 250,000 shares | \$11.35(2) | \$2,837,500 | \$262(3) |

- (1) This registration statement shall also cover any additional shares of common stock that may become issuable under the NOE Plan being registered hereby as a result of any future stock split, stock dividend, recapitalization or similar adjustment effected without the receipt of consideration that results in an increase in the number of outstanding shares of the registrant's common stock.
- (2) Estimated in accordance with Rule 457(h) under the Securities Act of 1933 solely for the purpose of calculating the registration fee. The computation is based on the average of the high and low sales price of the common stock as reported on the Nasdaq National Market on August 5, 2002.
- (3) Pursuant to Rule 457(p) under the Securities Act of 1933, the full amount of this registration fee is offset by the filing fee paid by the registrant in connection with the filing of its registration statement on Form S-3 (Registration No. 333-83278) on February 22, 2002 to register 3,105,000 shares of its common stock, of which 405,000 shares remained unsold after the completion of that offering.

REGISTRATION OF ADDITIONAL SECURITIES

This registration statement on Form S-8 is being filed by SonoSite, Inc. for the purpose of registering an additional 250,000 shares of common stock, par value \$0.01, to be issued pursuant to the SonoSite, Inc. 1998 Nonofficer Employee Stock Option Plan, as amended and restated on July 25, 2002, or the NOE Plan. The contents of SonoSite's registration statement on Form S-8 (No. 333-60112) relating to the NOE Plan, filed on May 3, 2001, is incorporated by reference into this registration statement in accordance with General Instruction E to Form S-8.

Item 8. EXHIBITS

| Exhibit Number | Description |
|---------------------------|---|
| 5.1 | Opinion of Orrick, Herrington & Sutcliffe LLP, counsel to the registrant, regarding the legality of the common stock being registered |
| 10.1 | SonoSite, Inc. 1998 Nonofficer Employee Stock Option Plan, as amended and restated on July 25, 2002 |
| 23.1 | Consent of KPMG LLP, Independent Auditors |
| 23.2 | Consent of Orrick, Herrington & Sutcliffe LLP (contained in Exhibit 5.1) |
| 24.1 | Power of Attorney (contained on signature page) |

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 the city of Seattle, state of Washington, on the 12th day of August, 2002.

SONOSITE, INC.

By: /s/ Kevin M. Goodwin

Kevin M. Goodwin
President and Chief
Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Kevin M. Goodwin and Michael J. Schuh, or either of them, his attorneys-in-fact, for him in any and all capacities, to sign any amendments to this registration statement, including any and all post-effective amendments and amendments thereto, and to file the same with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that the attorney-in-fact, or his or her substitute, 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 indicated below on the 12th day of August, 2002.

| <u>Signature</u> | <u>Title</u> |
|--|--|
| <u> /s/ KEVIN M. GOODWIN</u> Kevin M. Goodwin | President, Chief Executive Officer and Director (Principal Executive Officer) |
| <u> /s/ MICHAEL J. SCHUH</u> Michael J. Schuh | Vice President-Finance, Chief Financial Officer and Secretary (Principal Financial and Accounting Officer) |
| <u> Kirby L. Cramer</u> | Chairman of the Board |
| <u> /s/ EDWARD V. FRITZKY</u> Edward V. Fritzky | Director |
| <u> /s/ STEVEN R. GOLDSTEIN, M.D.</u> Steven R. Goldstein, M.D. | Director |
| <u> /s/ ERNEST MARIO, PH.D.</u> Ernest Mario | Director |
| <u> /s/ WILLIAM G. PARZYBOK, JR.</u> William G. Parzybok, Jr. | Director |

/s/ JEFFREY PFEFFER, Ph.D.

Director

Jeffrey Pfeffer, Ph.D.

Director

Jacques Souquet, Ph.D.

/s/ RICHARD S. SCHNEIDER, Ph.D.

Director

Richard S. Schneider, Ph.D.

Director

Dennis A. Sarti, M.D.

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