

Edgar Filing: ESSEX CORP - Form S-8

ESSEX CORP
Form S-8
November 03, 2006

As filed with the Securities and Exchange Commission on November 3, 2006

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

ESSEX CORPORATION

(Exact name of Registrant as Specified in Its Charter)

VIRGINIA
(State or Other Jurisdiction
of Incorporation or Organization)

54-0846569
(I.R.S. Employer
Identification No.)

6708 ALEXANDER BELL DRIVE
COLUMBIA, MARYLAND 21046
(301) 939-7000

(Address of Principal Executive Offices)

ESSEX CORPORATON
2004 STOCK INCENTIVE PLAN

(Full Title of the Plan)

LEONARD E. MOODISPAW
Chairman, President and Chief Executive Officer
Essex Corporation
6708 Alexander Bell Drive
Columbia, Maryland 21046
(301) 939-7000

WITH A COPY TO:
A. LYNNE PUCKETT, ESQUIRE
Hogan & Hartson LLP
111 South Calvert Street
Baltimore, Maryland 21202
(410) 659-2700

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee
Common Stock, no par				
value per share	500,000	\$19.51	\$9,755,000	\$1,043.79

Edgar Filing: ESSEX CORP - Form S-8

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

This Registration Statement relates to the Essex Corporation 2004 Stock Incentive Plan, as amended (the "Plan"). 1,000,000 shares of the Registrant's Common Stock issuable pursuant to the Plan have been previously registered on a Registration Statement on Form S-8 (Registration No. 333-119292) and 300,000 shares of the Registrant's Common Stock issuable pursuant to the Plan have been previously registered on a Registration Statement on Form S-8 (Registration No. 333-128826), filed October 5, 2005. In accordance with General Instruction E to Form S-8 under the Securities Act of 1933, as amended, the contents of such Registration Statements are incorporated herein by reference. On February 23, 2006, the Registrant's Board of Directors approved an increase of 500,000 shares of Common Stock issuable under the Plan and on June 22, 2006, the Company's stockholders approved such increase, bringing the total number of shares authorized for sale thereunder to 1,800,000. This Registration Statement relates to such additional 500,000 shares.

ITEM 8. EXHIBITS.

- 5.1 Opinion of Hogan & Hartson LLP.
- 23.1 Consent of Hogan & Hartson LLP (contained in Exhibit 5.1).
- 23.2 Consent of Stegman & Company.
- 24.1 Power of Attorney (See Signatures page).

SIGNATURES

Pursuant to the requirements of the Securities Act, 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 Columbia, State of Maryland, on October 31, 2006.

ESSEX CORPORATION

By: /S/ LEONARD E. MOODISPAW

Leonard E. Moodispaw
Chairman, President and Chief Executive Officer

Edgar Filing: ESSEX CORP - Form S-8

POWER OF ATTORNEY

Each officer and director whose signature appears below constitutes and appoints Leonard E. Moodispaw and Lisa G. Jacobson, or either of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign for the undersigned any and all amendments or post-effective amendments to this Registration Statement on Form S-8 relating to the issuance of Common Stock of the Registrant and any subsequent registration statement for the same offering, which may be filed under Rule 462(b) and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission. We hereby confirm all acts taken by such agents and attorneys-in-fact, or any other or more of them, as herein authorized.

In accordance with the requirements of the Securities Act of 1933, this registration statement was signed by the following persons as of October 31, 2006 in the capacities indicated:

Signatures	Title
----- /s/ Leonard E. Moodispaw ----- LEONARD E. MOODISPAW	----- Chairman, President, Chief Executive Officer and Director (principal executive officer)
----- /s/ Lisa G. Jacobson ----- LISA G. JACOBSON	----- Executive Vice President and Chief Financial Officer (principal financial officer and principal accounting officer)
----- /s/ John G. Hannon ----- JOHN G. HANNON	----- Director
----- /s/ Robert H. Hicks ----- ROBERT H. HICKS	----- Director
----- /s/ Ray Keeler ----- RAY KEELER	----- Director
----- /s/ Anthony M. Johnson ----- ANTHONY M. JOHNSON	----- Director

Edgar Filing: ESSEX CORP - Form S-8

/s/ Marie S. Minton

MARIE S. MINTON

Director

/s/ Arthur L. Money

ARTHUR L. MONEY

Director

/s/ Terry M. Turpin

TERRY M. TURPIN

Director

INDEX TO EXHIBITS

EXHIBIT
NUMBER

DESCRIPTION

5.1	Opinion of Hogan & Hartson LLP.
23.1	Consent of Opinion of Hogan & Hartson LLP (contained in Exhibit 5.1).
23.2	Consent of Stegman & Company.
24.1	Power of Attorney (See Signatures page).