

Edgar Filing: TAG IT PACIFIC INC - Form S-8

TAG IT PACIFIC INC  
Form S-8  
July 31, 2001

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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

TAG-IT PACIFIC, INC.  
(Exact Name of Registrant as Specified in Its Charter)

DELAWARE  
(State or Other Jurisdiction  
of Incorporation or Organization)

95-4654481  
(I.R.S. Employer Identification No.)

21900 BURBANK BOULEVARD, SUITE 270  
WOODLAND HILLS, CALIFORNIA  
(Address of Principal Executive Offices)

91367  
(Zip Code)

TAG-IT PACIFIC, INC.  
1997 STOCK PLAN  
(Full Title of the Plan)

MARK DYNE, CHAIRMAN OF THE BOARD  
21900 BURBANK BOULEVARD, SUITE 270,  
WOODLAND HILLS, CALIFORNIA 91367  
(Name and Address of Agent for Service)

(818) 444-4100  
(Telephone Number, Including Area Code, of Agent for Service)

Copies to:  
MURRAY MARKILES, ESQ.  
Akin, Gump, Strauss, Hauer & Feld, L.L.P.  
2029 Century Park East  
Los Angeles, California 90067  
(310) 229-1000

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price
Common Stock, \$0.001 par value	300,000 Shares (1)	\$3.80 (2)	\$1,140,000 (2)

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PURSUANT TO GENERAL INSTRUCTION E OF FORM S-8 ("REGISTRATION OF ADDITIONAL SECURITIES"), THE COMPANY HEREBY MAKES THE FOLLOWING STATEMENT:

On April 16, 1998, the Company filed with the Securities and Exchange Commission a Registration Statement on Form S-8 (Registration No. 333-50267) (the "Prior Registration Statement") relating to shares of the Common Stock to be issued pursuant to the Tag-It Pacific, Inc. 1997 Stock Plan (the "Plan"), and the Prior Registration Statement is currently effective. This Registration Statement relates to securities (a) of the same class as those to which the Prior Registration Statement relates and (b) to be issued pursuant to the Plan. The contents of the Prior Registration Statement are incorporated herein by reference.

THE FOLLOWING EXHIBITS ARE FILED AS PART OF THIS REGISTRATION STATEMENT:

- 5.1 Opinion of Akin, Gump, Strauss, Hauer & Feld, L.L.P.
- 23.1 Consent of BDO Seidman, LLP.
- 23.2 Consent of Akin, Gump, Strauss, Hauer & Feld, L.L.P. (included in Exhibit 5.1).
- 24.1 Power of Attorney (included as part of the Signature Page of this Registration Statement).

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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 Los Angeles, State of California, on this 13th day of July 2001.

TAG-IT PACIFIC, INC.  
(Registrant)

By: /S/ RONDA SALLMEN

-----  
Ronda Sallmen  
Chief Financial Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Colin Dyne, as his true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for him and his name, place and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments) to this Registration Statement and to file a new registration statement under Rule 461 or Instruction E of Form S-8 of the Securities Act of 1933, as amended, 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 in and about the foregoing, as fully to all intents and

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purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them, or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities and on the date indicated.

Signature	Title	Date
/S/ MARK DYNE ----- Mark Dyne	Chairman of the Board of Directors	July 13, 2001
/S/ COLIN DYNE ----- Colin Dyne	Chief Executive Officer, President and Director	July 13, 2001
/S/ RONDA SALLMEN ----- Ronda Sallmen	Chief Financial Officer	July 13, 2001
/S/ KEVIN BERMEISTER ----- Kevin Bermeister	Director	July 13, 2001
/S/ BRENT COHEN ----- Brent Cohen	Director	July 13, 2001
/S/ MICHAEL KATZ ----- Michael Katz	Director	July 13, 2001
/S/ JONATHAN BURSTEIN ----- Jonathan Burstein	Director	July 13, 2001

EXHIBIT INDEX

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