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ORTHOLOGIC CORP
Form S-8 POS
May 15, 2002

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON MAY 15, 2002
REGISTRATION NO. 333-87334

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

ORTHOLOGIC CORP.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE
(STATE OR OTHER JURISDICTION
OF INCORPORATION OR ORGANIZATION)

86-0585310
(I.R.S. EMPLOYER
IDENTIFICATION NO.)

1275 WEST WASHINGTON, TEMPE, ARIZONA 85281
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES) (ZIP CODE)

ORTHOLOGIC CORP. 1997 STOCK OPTION PLAN
(FULL TITLE OF THE PLAN)

THOMAS R. TROTTER
CHIEF EXECUTIVE OFFICER
ORTHOLOGIC CORP.
1275 West Washington
Tempe, Arizona 85281

COPY TO:
P. ROBERT MOYA, ESQ.
QUARLES & BRADY STREICH LANG LLP
One Renaissance Square
Two North Central Avenue
Phoenix, Arizona 85004

(NAME AND ADDRESS OF AGENT FOR SERVICE)

(602) 286-5520
(TELEPHONE NUMBER, INCLUDING AREA CODE, OF AGENT FOR SERVICE)

CALCULATION OF REGISTRATION FEE

TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE	PROPOSED AGGREGATE
Common Stock, \$.0005 par value per share(1)	2,150,000 shares(2)	(3) (4)	\$9,49

(1) The securities to be registered include options to acquire Common Stock.

(2) The Plan provides for the possible adjustment of the number, price and kind

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of shares covered by options granted or to be granted in the event of certain capital or other changes affecting Registrant's Common Stock. This Registration Statement therefore covers, in addition to the above-stated shares, an indeterminate number of shares that may become subject to the Plan by means of any such adjustment.

- (3) Pursuant to Rule 457(h), estimated solely for the purpose of computing the registration fee, based upon (i) the aggregate exercise price of \$3.6812 for the 1,385,597 shares underlying outstanding options, and (ii) as to the remaining 764,403 shares available, \$5.75 per share, which is the average of the high and low sales prices of Registrant's Common Stock on April 22, 2002 as reported in the Nasdaq National Market.
- (4) The actual offering price will be determined in accordance with the terms of the Plan. However, with respect to an incentive stock option, in no event shall such price be less than 100% of the fair market value of Registrant's Common Stock on the date on which the option is granted.

This amendment to OrthoLogic Corp.'s S-8 filed May 1, 2002 amends Exhibit 23.1 (the auditor's consent) to correct a typographical error. The auditor's report dated February 19, 2002 appeared in the Annual Report on Form 10-K of OrthoLogic Corp. for the year ended December 31, 2001.

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 Phoenix, State of Arizona, on May 15, 2002.

ORTHOLOGIC CORP.
(Registrant)

By: /s/ Sherry Sturman

Sherry Sturman
Chief Financial Officer

ORTHOLOGIC CORP.
(THE "REGISTRANT")
(COMMISSION FILE NO. 0-21214)

EXHIBIT INDEX TO POST-EFFECTIVE AMENDMENT NO. 1 TO FORM S-8 REGISTRATION STATEMENT

EXHIBIT NUMBER	DESCRIPTION	INCORPORATED HEREIN BY REFERENCE TO	FILED HEREWITH
5	Opinion of Quarles & Brady Streich Lang LLP	Exhibit 5 to the Registrant's Form S-8 filed on May 1, 2002	
23.1	Consent of Deloitte & Touche LLP		X
23.3	Consent of Counsel	Included in Exhibit 5 to the Registrant's Form S-8 filed on May 1, 2002	

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24	Powers of Attorney	Signature pages to the Registrant's Form S-8 filed on May 1, 2002
99.1	OrthoLogic Corp. 1997 Stock Option Plan	Exhibit 4.5 to the Registrant's Form 10-Q for the quarter ended June 30, 1997