

CONSUMER PORTFOLIO SERVICES INC  
Form S-8  
February 13, 2014

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM S-8**

**REGISTRATION STATEMENT**

*Under the Securities Act of 1933*

**CONSUMER PORTFOLIO SERVICES, INC.**

(Exact name of registrant as specified in its charter)

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California 33-0459135  
(State or other jurisdiction of (I.R.S. Employer  
incorporation or organization) Identification No.)

**19500 Jamboree Road**

**Irvine, California 92612**

**(949) 753-6800**

(Address of principal executive offices)

**CPS 2006 LONG-TERM EQUITY INCENTIVE PLAN**

(Full title of the plan)

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**Charles E. Bradley, Jr.**

President

Consumer Portfolio Services, Inc.

19500 Jamboree Road

Irvine, California 92612

(949) 753-6800

(Name and address of agent for service)

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#### CALCULATION OF REGISTRATION FEE

| Title of each class of securities to be registered | Amount to be registered | Proposed maximum offering price per security | Proposed maximum aggregate offering price | Amount of registration fee |
|--|-------------------------|--|---|----------------------------|
| Common Stock, no par value                         | 73,700 shares           | \$1.94 (1)                                   | \$142,978.00                              |                            |
| Common Stock, no par value                         | 159,063 shares          | \$3.72 (1)                                   | \$591,714.36                              | \$76.21                    |
| Common Stock, no par value                         | 430,500 shares          | \$6.86 (1)                                   | \$2,953,230.00                            |                            |
| Common Stock, no par value                         | 160,000 shares          | \$7.97 (1)                                   | \$1,275,200.00                            | \$164.25                   |
| Common Stock, no par value                         | 127,437 shares          | \$8.06 (2)                                   | \$1,027,142.22                            |                            |
| TOTALS   | 950,700 shares          |  | \$5,990,264.58                            | \$771.55                   |

The common stock to be registered is to be offered to plan participants at a price now known; accordingly, the (1) proposed maximum offering price is computed, pursuant to subdivision (h) of Rule 457, based on the price at which such common stock is to be offered to participants in the plan.

The common stock to be registered is to be offered to plan participants at a price not now known; accordingly, the (2) proposed maximum offering price is computed, pursuant to subdivision (c) of Rule 457, based on the average of high and low prices reported on February 11, 2014.



## **PART II**

### **INFORMATION REQUIRED IN THE**

### **REGISTRATION STATEMENT**

**Preliminary Note – This registration statement is filed to register shares issuable under an employee benefit plan of the issuer, as such plan has been amended with approval of its shareholders at regular annual meetings held in 2012 and 2013.**

#### **Item 3. Incorporation of Documents by Reference.**

The documents listed in (a) through (c) below are incorporated by reference in this registration statement. All documents subsequently filed by registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934 ("Exchange Act"), prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in the registration statement and to be part thereof from the date of filing of such documents.

(a) The registrant's annual report on Form 10-K for the year ended December 31, 2012, as filed February 15, 2013 (and as amended by the filing of our definitive proxy statement on March 20, 2013).

(b) Any other reports filed by the registrant pursuant to Section 13(a) or 15(d) of the Exchange Act since December 31, 2012, which include

(i) quarterly reports on Form 10-Q filed April 30, August 9 (amended August 14 ) and October 30, 2013, and

(ii) current reports on form 8-K filed on February 4 , February 25, March 7, April 12, April 16, April 24, June 7, June 25, October 4, October 23 (as amended October 30), November 12 and December 24, 2013 (as amended January 22, 2014), and on February 11, 2014.

(c) The description of the registrant's common stock contained in registrant's registration statement filed under the Exchange Act on October 21, 1992, including amendments thereto subsequently filed for the purpose of updating such description.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

**Item 4. Description of Securities.**

Not applicable.

**Item 5. Interests of Named Experts and Counsel.**

Mark Creatura, general counsel of the registrant, who has passed upon the legality of the shares of common stock, no par value, registered hereby, is a full-time employee of the registrant, and is a participant in the CPS 2006 Long-Term Equity Incentive Plan.

**Item 6. Indemnification of Directors and Officers.**

Under California law, a California corporation may eliminate or limit the personal liability of a director of the corporation for monetary damages for breach of the director's duty of care as a director, provided that the breach does not involve certain enumerated actions, including, among other things, intentional misconduct or knowing and culpable violation of the law, acts or omissions which the director believes to be contrary to the best interests of the corporation or its shareholders or which reflect an absence of good faith on the director's part, the unlawful purchase or redemption of stock, payment of unlawful dividends, and receipt of improper personal benefits. The registrant's Board of Directors believes that such provisions have become commonplace among major corporations and are beneficial in attracting and retaining qualified directors, and the registrant's Articles of Incorporation include such provisions.

The registrant's Articles of Incorporation and Bylaws also impose a mandatory obligation upon the registrant to indemnify any director or officer to the fullest extent authorized or permitted by law (as now or hereinafter in effect), including under circumstances in which indemnification would otherwise be at the discretion of the registrant.

**Item 7. Exemption From Registration Claimed.**

Not applicable

**Item 8. Exhibits.**

The following exhibits are filed:

| <u>Exhibit No.</u> | <u>Description of Exhibit</u>  |
|--------------------|--|
| 4.1                | CPS 2006 Long-Term Equity Incentive Plan. (Incorporated by reference to Appendix A, pages A-1 through A-10, to the Company's proxy statement filed with the Commission on March 20, 2013). |
| 5.1                | Opinion of counsel re legality of securities offered.  |
| 23.1               | Consent of counsel (contained in Exhibit 5.1).   |
| 23.2               | Consent of Crowe Horwath LLP   |

**Item 9. Undertakings.**

Insofar as indemnification for liabilities arising under the Securities Act of 1933, as amended, may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions or otherwise, the registrant has been informed that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933, as amended, and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered hereunder, the registrant will, unless in the opinion of its counsel the matter has already been settled by controlling precedent, submit to a court of appropriate jurisdiction the question of whether such indemnification by it is against public policy as expressed in the Securities Act of 1933, as amended, and will be governed by the final adjudication of such issue.

The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement (other than as provided in the proviso and instructions to Item 512(a) of Regulation S-K) (i) to include any prospectus required by Section 10(a)(3) of the Securities Act of 1933 (the "Securities Act"); (ii) to reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the registration statement; and (iii) to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs (1)(i) and (1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports that are filed with or furnished to the Commission by the registrant pursuant to Section 13 or 15(d) of the Exchange Act and are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.



**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 Irvine, state of California, on February 12, 2014.

**CONSUMER PORTFOLIO SERVICES, INC.**

By: /s/ CHARLES E. BRADLEY, JR.

Charles E. Bradley, Jr., President

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

| <u>Signature</u>  | <u>Title</u>  | <u>Date</u>       |
|---|---|-------------------|
| <u>/s/ CHARLES E. BRADLEY, JR.</u><br>Charles E. Bradley, Jr. | President, Director, and Chief Executive Officer<br>(principal executive officer)                 | February 12, 2014 |
| <u>/s/ JEFFREY P. FRITZ</u><br>Jeffrey P. Fritz               | Senior Vice President and Chief Financial Officer<br>(principal financial and accounting officer) | February 12, 2014 |
| <u>/s/ CHRIS A. ADAMS</u><br>Chris A. Adams                   | Director  | February 12, 2014 |
| <u>/s/ BRIAN J. RAYHILL</u><br>Brian J. Rayhill               | Director  | February 12, 2014 |
| <u>/s/ WILLIAM B. ROBERTS</u>                                 | Director  | February 12, 2014 |

William B. Roberts

/s/ GREGORY S. WASHER

Director

February 12, 2014

Gregory S. Washer

/s/ DANIEL S. WOOD

Director

February 12, 2014

Daniel S. Wood