

CONTROL4 CORP
Form S-8
February 09, 2017

As filed with the U.S. Securities and Exchange Commission on February 9, 2017

Registration No. 333-

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

FORM S-8

**REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933**

CONTROL4 CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

42-1583209
(I.R.S. Employer
Identification No.)

**11734 S. Election Road
Salt Lake City, Utah 84020**
(Address of Principal Executive Offices) (Zip Code)

CONTROL4 CORPORATION 2013 STOCK OPTION AND INCENTIVE PLAN
(Full title of the plan)

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Martin Plaehn
Control4 Corporation
President and Chief Executive Officer
11734 S. Election Road
Salt Lake City, Utah 84020

(Name and address of agent for service)

(801) 523-3100

(Telephone number, including area code, of agent for service)

Copies to:

William J. Schnoor
Richard A. Kline
Michael J. Minahan
 Goodwin Procter LLP
 135 Commonwealth Drive
 Menlo Park, California 94025
 (650) 752-3100

Greg Bishop
 General Counsel,
 Chief Compliance Officer
 and Corporate Secretary
 11734 S. Election Road
 Salt Lake City, Utah 84020
 (801) 523-3100

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definition of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.:

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, \$0.0001 par value per share (2013 Stock Option and Incentive Plan)	2,401,758(2)	\$ 11.27(3)	\$ 27,067,812.66	\$ 3,137.16

(1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the Securities Act), this Registration Statement shall also cover any additional shares of Common Stock of Control4 Corporation (the Registrant) which become issuable under the 2013 Stock Option and Incentive Plan (the 2013 Plan) by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of the Registrant's outstanding shares of common stock.

(2) Reflects automatic annual increases on January 1, 2015 and January 1, 2017 to the number of shares of the Registrant's Common Stock reserved for issuance under the 2013 Plan, which annual increases are provided for

in the 2013 Plan.

(3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) of the Securities Act, and based on \$11.27 per share, which represents the average of the high and low prices reported on the NASDAQ Global Select Market on February 3, 2017.

This Registration Statement shall become effective immediately upon filing in accordance with Section 8(a) of the Securities Act and 17 C.F.R. § 230.462 under the Securities Act.

EXPLANATORY NOTE

This Registration Statement on Form S-8 registers additional shares of Common Stock under the Registrant's 2013 Stock Option and Incentive Plan (the "Plan"). The number of shares of Common Stock reserved and available for issuance under the Plan is subject to an automatic annual increase on each January 1, beginning in 2014, by an amount equal to up to five percent of the number of shares of Common Stock issued and outstanding on the immediately preceding December 31 or such lesser number of shares of Common Stock as determined by the Administrator (as defined in the Plan). On January 1, 2015, the number of shares of Common Stock reserved and available for issuance under the Plan increased by 1,215,269. On January 1, 2017, the number of shares of Common Stock reserved and available for issuance under the Plan increased by 1,186,489. No increase in the reserve occurred on January 1, 2016. This Registration Statement registers these additional shares of Common Stock in the amount of 2,401,758 shares in the aggregate. The additional shares are of the same class as other securities relating to the Plan for which the Registrant's registration statement filed on Form S-8 (Registration No. 333-190326) on August 2, 2013, is effective. The information contained in the Registrant's registration statement on Form S-8 (Registration No. 333-190326) is hereby incorporated by reference pursuant to General Instruction E.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

See the Exhibit Index on the page immediately preceding the exhibits for a list of exhibits filed as part of this Registration Statement on Form S-8, which Exhibit Index is incorporated herein by reference.

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 Salt Lake City, State of Utah, on February 9, 2017.

CONTROL4 CORPORATION

By: */s/ Martin Plaehn*
Martin Plaehn
President and Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of Control4 Corporation, hereby severally constitute and appoint Martin Plaehn and Mark Novakovich, and each of them singly (with full power to each of them to act alone), our true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them for him or her and in his or her name, place and stead, and in any and all capacities, to sign for us and in our names in the capacities indicated below any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, 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 or necessary to be done in and about the premises, as full to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully 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 and on February 9, 2017.

Signature	Title
<i>/s/ Martin Plaehn</i> Martin Plaehn	Chairman of the Board of Directors, President and Chief Executive Officer (Principal Executive Officer)
<i>/s/ Mark Novakovich</i> Mark Novakovich	Chief Financial Officer (Principal Financial and Accounting Officer)
<i>/s/ Rob Born</i> Rob Born	Director
<i>/s/ David C. Habiger</i> David C. Habiger	Director
<i>/s/ Jeremy Jaech</i> Jeremy Jaech	Director

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/s/ Mark E. Jensen
Mark E. Jensen

Director

/s/ James Caudill
James Caudill

Director

/s/ Phil Molyneux
Phil Molyneux

Director

EXHIBIT INDEX

Exhibit No.	Description
4.1	Specimen Common Stock Certificate of the Registrant(1)
4.2	2013 Stock Option and Incentive Plan and forms of award agreements thereunder(2)
5.1	Opinion of Goodwin Procter LLP
23.1	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm
23.2	Consent of WSRP, LLC, Independent Registered Public Accounting Firm
23.3	Consent of Goodwin Procter LLP (included in Exhibit 5.1)
24.1	Power of Attorney (included on signature page)

(1) Filed as Exhibit 4.1 to the Registrant's Registration Statement on Form S-1/A (File No. 333-189736), filed previously with the Commission on July 18, 2013 and incorporated by reference herein.

(2) Filed as Exhibit 10.3 to the Registrant's Registration Statement on Form S-1 (File No. 333-189736), filed previously with the Commission on July 1, 2013 and incorporated by reference herein.