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WIRE ONE TECHNOLOGIES INC

Form S-8

June 21, 2002

As filed with the Securities and Exchange Commission on June 21, 2002

Registration No. 333-_____

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

WIRE ONE TECHNOLOGIES, INC.
(Exact name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation or Organization)

77-0312442
(I.R.S. Employer
Identification No.)

225 Long Avenue
Hillside, New Jersey 07205
(Address of Principal Executive Offices)

2000 Stock Incentive Plan
(Full Title of the Plan)

Richard Reiss
Chairman and Chief Executive Officer
WIRE ONE TECHNOLOGIES, INC.
225 Long Avenue
Hillside, New Jersey 07205
(Name and Address of Agent for Service)

(973) 282-2000
(Telephone Number, Including Area Code, of Agent For Service)

Copies to:

Jonathan Birkhahn
Executive VP Business Affairs and
General Counsel
Wire One Technologies, Inc.
225 Long Avenue
Hillside, New Jersey 07205
(973) 282-2000

Michael J.W. Rennock, Esq.
Morrison & Foerster LLP
1290 Avenue of the Americas
New York, New York 10104
(212) 468-8000

CALCULATION OF REGISTRATION FEE

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Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share (1)	Proposed Maximum Aggregate Offering Price (1)
Common Stock, par value \$.0001 per share	1,400,000	\$ 1.95	\$2,730,000

(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) and Rule 457(c) under the Securities Act of 1933, as amended, the proposed maximum offering price per share and the proposed maximum aggregate offering price have been determined on the basis of the high and low prices of the Registrant's Common Stock quoted on the Nasdaq National Market on June 19, 2002.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The documents containing the information specified in Part I of Form S-8 (plan information and registrant information and employee plan annual information) will be sent or given to employees as specified by Securities and Exchange Commission Rule 428(b)(1). Such documents need not be filed with the Securities and Exchange Commission either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424. These documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Form S-8 (Part II hereof), taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act of 1933, as amended (the "Securities Act").

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by Wire One Technologies, Inc. (the "Registrant") with the Securities and Exchange Commission (the "Commission") are incorporated by reference herein:

(1) The contents of the Registrant's Registration Statement on Form S-8, Commission File No. 333-66948, including exhibits thereto, are hereby incorporated by reference into this Registration Statement, except as the same may be modified by the information set forth herein.

(2) The Registrant's Annual Report on Form 10-K for the year ended December 31, 2001.

(2) The Registrant's Quarterly Report on Form 10-Q for the quarter

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ended March 31, 2002.

(3) The Registrant's definitive Proxy Statement on Schedule 14A dated April 22, 2002.

(4) The Registrant's Current Reports on Form 8-K filed with the Commission on January 10, 2002, January 15, 2002 and June 11, 2002.

(5) The description of the Registrant's Common Stock contained in the Company's Registration Statement on Form S-1 filed with the Commission on July 28, 2000, Commission File No. (333-42518), and all amendments thereto filed for the purpose of updating such description.

All documents filed by the Registrant with the Commission pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, after the date of this Registration Statement but 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 into this Registration Statement and to be a part hereof from the date of filing of such documents. Any statement contained in a document 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 statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

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Item 8. Exhibits.

- 5.1 Opinion of Morrison & Foerster LLP.
- 23.1 Consent of Morrison & Foerster LLP (contained in Exhibit 5.1).
- 23.2 Consent of BDO Seidman LLP, Independent Auditors.
- 24.1 Power of Attorney (See page 4).

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SIGNATURES

Pursuant to the requirements of the Securities Act, Wire One Technologies, Inc. certifies that it has reasonable grounds to believe that it meets all 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 Hillside, State of New Jersey, on June 21, 2002.

WIRE ONE TECHNOLOGIES, INC.

By: /s/ Richard Reiss

Richard Reiss

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Chairman and Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Richard Reiss and Jonathan Birkhahn, with full power to act alone, his true and lawful attorneys-in-fact and agents, jointly and severally, with the power of substitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, 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 full power and authority to do and perform each and every act and thing requisite and necessary to be done as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons in the capacities indicated on this 21st day of June, 2002.

Signature -----	Title -----
/s/ Richard Reiss ----- Richard Reiss	Chairman and Chief Executive Officer (Principal Executive Officer)
/s/ Christopher Zigmont ----- Christopher Zigmont	Chief Financial Officer (Principal Financial and Accounting Offi
/s/ Lewis Jaffe ----- Lewis Jaffe	President and Vice Chairman
/s/ Leo Flotron ----- Leo Flotron	Chief Operating Officer and Director
/s/ Jonathan Birkhahn ----- Jonathan Birkhahn	Executive Vice President Business Affairs General Counsel, Secretary and Director
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/s/ Dean Hiltzik ----- Dean Hiltzik	Director
/s/ James Kuster ----- James Kuster	Director

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/s/ Peter N. Maluso

Director

Peter N. Maluso

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INDEX TO EXHIBITS

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