

GENESIS MICROCHIP INC /DE  
Form S-8  
November 08, 2006

As filed with the Securities and Exchange Commission on November 8, 2006

Registration No. 333-

---

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

---

## FORM S-8

### REGISTRATION STATEMENT

*Under*

*The Securities Act of 1933*

---

## GENESIS MICROCHIP INC.

(Exact name of registrant as specified in its charter)

---

Delaware  
(State or other jurisdiction of

incorporation or organization)

2150 Gold Street Alviso, California  
(Address of Principal Executive Offices)

77-0584301  
(I.R.S. Employer

Identification No.)

95002  
(Zip Code)

---

1997 Employee Stock Purchase Plan

(Full title of the plans)

---

Elias Antoun

President & Chief Executive Officer

Genesis Microchip Inc.

2150 Gold Street

Alviso, CA 95002

(Name and address of agent for service)

(408) 262-6599

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

---

*Copy to:*

Selim Day, Esq.

Wilson Sonsini Goodrich & Rosati

Professional Corporation

1301 Avenue of the Americas, 40<sup>th</sup> Floor

New York, NY 10019

(212) 999-5800

---

**CALCULATION OF REGISTRATION FEE**

---

<b>Title of securities to be registered</b>	<b>Amount to be registered</b>	<b>Proposed maximum offering price per share(1)</b>	<b>Proposed maximum aggregate offering price</b>	<b>Amount of registration fee</b>
Common Stock, par value \$0.001, approved for issuance under the 1997 Employee Stock Purchase Plan	439,754	10.06	4,423,925.24	473.36
<b>TOTAL:</b>	<b>439,754</b>			

---

- (1) Estimated in accordance with Rule 457(h) under the Securities Act of 1933, as amended, solely for the purpose of calculating the registration fee, based on the average of the high and low price per share of the common stock as reported on the Nasdaq National Market on November 2, 2006.
-

---

**REGISTRATION STATEMENT**

**PURSUANT TO GENERAL INSTRUCTION E TO FORM S-8**

On February 21, 2002, Genesis Microchip Inc. (the Registrant) filed a Registration Statement on Form S-8 (Registration No. 333-83170) with the Securities and Exchange Commission to register shares of the Registrant's common stock that were reserved for issuance pursuant to options granted under the Registrant's 1997 Employee Stock Option Plan, 2000 Nonstatutory Stock Option Plan and 1997 Employee Stock Purchase Plan. On December 23, 2002, the Registrant filed an additional Registration Statement on Form S-8 (Registration No. 333-102161) with respect to the Registrant's 1997 Employee Stock Option Plan, 2000 Nonstatutory Stock Option Plan and 1997 Employee Stock Purchase Plan. On December 3, 2003, the Registrant filed an additional Registration Statement on Form S-8 (Registration No. 333-110881) with respect to the Registrant's 1997 Employee Stock Purchase Plan. On November 1, 2004, the Registrant filed an additional Registration Statement on Form S-8 (Registration No. 333-120136) with respect to the Registrant's 1997 Employee Stock Option Plan, 2000 Nonstatutory Stock Option Plan and 1997 Employee Stock Purchase Plan. On November 10, 2005, the Registrant filed an additional Registration Statement on Form S-8 (Registration No. 333-12964) with respect to the Registrant's 1997 Employee Stock Option Plan, 2000 Nonstatutory Stock Option Plan, and 1997 Employee Stock Purchase Plan. Each Registration Statement is incorporated herein by this reference.

The Registrant is filing this Registration Statement on Form S-8 to register additional shares of its common stock that have been reserved for issuance pursuant to options granted under the Registrant's 1997 Employee Stock Purchase Plan.

Pursuant to the evergreen provisions of the 1997 Employee Stock Purchase Plan, the number of shares of the Registrant's common stock for which options may be granted under that plan was increased by 439,754 shares, effective November 1, 2006.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**ITEM 8. EXHIBITS**

<b>Exhibit Number</b>	<b>Exhibit Description</b>
4.1(1)	Certificate of Incorporation of the Registrant.
4.2(2)	Amended and Restated Bylaws of the Registrant.
4.3(3)	Certificate of Designation of Rights, Preferences and Privileges of Series A Participating Preferred Stock of the Registrant.
4.4(3)	Preferred Stock Rights Agreement, dated as of June 27, 2002, between the Registrant and Mellon Investor Services, L.L.C., as amended on March 16, 2003.
4.5(1)	Form of Common Stock Certificate of the Registrant.
4.6(4)	The 1997 Employee Stock Purchase Plan.

- 5.1 Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation, regarding the validity of the securities being registered.
  - 23.1 Consent of KPMG LLP.
  - 23.2 Consent of counsel (contained in Exhibit 5.1).
  - 24.1 Power of Attorney (see signature page).
- 

- (1) Incorporated by reference to the Registrant's Registration Statement on Form S-4 (File No. 333-72202) filed with the Securities and Exchange Commission on October 25, 2001, as amended.
- (2) Incorporated by reference to the Registrant's Annual Report on Form 10-K/A filed with the Securities and Exchange Commission on July 29, 2002, as amended.
- (3) Incorporated by reference to the Registrant's Registration Statement on Form 8-A filed with the Securities and Exchange Commission on August 5, 2002, as amended by the Registrant's Registration Statement on Form 8-A/A filed with the Securities and Exchange Commission on March 31, 2003.
- (4) Incorporated herein by reference to the Registrant's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 6, 2006.

---

**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 Alviso, State of California, on November 8, 2006.

GENESIS MICROCHIP INC.

By: /s/ Michael Healy  
Michael Healy  
Chief Financial Officer

**POWER OF ATTORNEY**

Each person whose signature appears below constitutes and appoints Elias Antoun and Michael Healy, and each of them, with full power to act alone without the other, his true and lawful attorneys-in-fact, with full power of substitution, for him in his name, in any and all capacities, to sign any amendments to this Registration Statement on Form S-8, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may 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 by the following persons in the capacities indicated on November 8, 2006.

<b>Signature</b>	<b>Title</b>
/s/ Elias Antoun Elias Antoun	President, Chief Executive Officer and Director (Principal Executive Officer)
/s/ Michael Healy Michael Healy	Senior Vice President, Finance and Chief Financial Officer (Principal Finance and Accounting Officer)
/s/ Jon Castor Jon Castor	Director
/s/ Chieh Chang Chieh Chang	Director
/s/ Tim Christoffersen Tim Christoffersen	Director

**Signature**

**Title**

/s/ Jeffrey Diamond

Chairman of the Board

Jeffrey Diamond

/s/ Robert H. Kidd

Director

Robert H. Kidd

/s/ Chandrashekar M. Reddy

Director

Chandrashekar M. Reddy

---

**INDEX TO EXHIBITS**

<b>Exhibit Number</b>	<b>Exhibit Description</b>
4.1(1)	Certificate of Incorporation of the Registrant
4.2(2)	Amended and Restated Bylaws of the Registrant
4.3(3)	Certificate of Designation of Rights, Preferences and Privileges of Series A Participating Preferred Stock of the Registrant
4.4(3)	Preferred Stock Rights Agreement, dated as of June 27, 2002, between the Registrant and Mellon Investor Services, L.L.C., as amended on March 16, 2003
4.5(1)	Form of Common Stock Certificate of the Registrant
4.6(4)	The 1997 Employee Stock Purchase Plan
5.1	Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation, regarding the validity of the securities being registered
23.1	Consent of KPMG LLP
23.2	Consent of counsel (contained in Exhibit 5.1)
24.1	Power of Attorney (see signature page)

---

(1) Incorporated by reference to the Registrant's Registration Statement on Form S-4 (File No. 333-72202) filed with the Securities and Exchange Commission on October 25, 2001, as amended.

(2) Incorporated by reference to the Registrant's Annual Report on Form 10-K/A filed with the Securities and Exchange Commission on July 29, 2002, as amended.

(3) Incorporated by reference to the Registrant's Registration Statement on Form 8-A filed with the Securities and Exchange Commission on August 5, 2002, as amended by the Registrant's Registration Statement on Form 8-A/A filed with the Securities and Exchange Commission on March 31, 2003.

(4) Incorporated herein by reference to the Registrant's Quarterly Report on Form 10-Q filed with the Commission on November 6, 2006.