

NightHawk Radiology Holdings Inc  
Form S-8  
February 25, 2010

As filed with the Securities and Exchange Commission on February 25, 2010

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM S-8**  
**REGISTRATION STATEMENT**

*Under*

*The Securities Act of 1933*

**NIGHTHAWK RADIOLOGY HOLDINGS, INC.**

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**87-0722777**  
(I.R.S. Employer  
Identification Number)

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4900 N. Scottsdale Road, 6<sup>th</sup> Floor

Scottsdale, Arizona 85251

(480) 822-4429

(Address including zip code, and telephone number, including area code, of principal executive offices)

**NIGHTHAWK RADIOLOGY HOLDINGS, INC. 2006 EQUITY INCENTIVE PLAN**

(Full title of the plans)

**Paul E. Cartee, Esq.**

**Senior Vice President and General Counsel**

**NightHawk Radiology Holdings, Inc.**

4900 N. Scottsdale Road, 6<sup>th</sup> Floor

Scottsdale, Arizona 85251

(480) 822-4429

(Name, address, and telephone number, including area code, of agent for service)

*Copy to:*

**Patrick J. Schultheis, Esq.**

**Wilson Sonsini Goodrich & Rosati**

**Professional Corporation**

**701 Fifth Avenue, Suite 5100**

**Seattle, Washington 98104**

**(206) 883-2500**

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CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Maximum Amount to be Registered(1)	Proposed	Proposed	Amount of Registration Fee
		Maximum Offering Price Per Share	Maximum Aggregate Offering Price	
Common Stock \$0.001 par value	706,767 shares	\$3.23(2)	\$2,282,857.41	\$162.76

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, this Registration Statement shall also cover any additional shares of the Registrant's common stock that become issuable under the 2006 Equity Incentive Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of the Registrant's outstanding shares of common stock.
- (2) The Proposed Maximum Offering Price for these shares has been estimated solely for the purpose of calculating the registration fee based in accordance with Rule 457(h) of the Securities Act of 1933, as amended, upon the price of \$3.23 per share, the average of the high and low prices of the Common Stock of the Company on February 23, 2010 on the Nasdaq Global Market.

**NIGHTHAWK RADIOLOGY HOLDINGS, INC.**

**REGISTRATION OF ADDITIONAL SECURITIES**

**PURSUANT TO GENERAL INSTRUCTION E**

This Registration Statement registers additional shares of the registrant's common stock to be issued pursuant to the registrant's 2006 Equity Incentive Plan. Accordingly, the contents of the previous Registration Statements on Form S-8 filed by us with the Securities and Exchange Commission (SEC) on April 25, 2006, September 27, 2007, September 16, 2008 and February 19, 2009 (the Previous Forms S-8), including periodic reports that we filed after the Previous Forms S-8 to maintain current information about us, are incorporated by reference into this Registration Statement pursuant to General Instruction E of Form S-8.

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

The following documents previously filed with the SEC are hereby incorporated by reference:

- (a) Our Annual Report on Form 10-K for the fiscal year ended December 31, 2009 filed with the SEC on February 25, 2010.
- (b) All other reports filed with the SEC pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (the Act) since the end of the fiscal year covered by our Annual Report referred to in (a) above.
- (c) The description of our common stock contained in our registration statement on Form 8-A, filed February 6, 2006, pursuant to Section 12(g) of the Securities Exchange Act of 1934

All documents subsequently filed by us pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Act, prior to the filing of a post-effective amendment which indicates that all securities registered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents.

We are not incorporating any information from any filed documents furnished under either Item 2.02 or Item 7.01 of any Current Report on Form 8-K. Unless expressly incorporated into this Registration Statement, a report furnished on Form 8-K subsequent to the date hereof shall not be incorporated by reference into this Registration Statement, except as to specific sections of such statements as set forth therein.

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 subsequently filed document which also 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 8. Exhibits.**

<b>Exhibit Number</b>	<b>Description</b>
4.1(1)	2006 Equity Incentive Plan.
4.2(2)	Forms of Stock Option Agreement under the 2006 Equity Incentive Plan.
5.1	Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation.
23.1	Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm.
23.2	Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation (see Exhibit 5.1).
24.1	Power of Attorney (see page II-5).

- (1) Incorporated by reference to Exhibit 10.4 to the Registrant's Registration Statement (No. 333-128820) on Form S-1, as amended, filed on January 24, 2006.
- (2) Incorporated by reference to Exhibit 10.5 to the Registrant's Registration Statement (No. 333-128820) on Form S-1, as amended, filed on January 24, 2006.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, NightHawk Radiology Holdings, Inc., a corporation organized and existing under the laws of the State of Delaware, 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 Scottsdale, State of Arizona, on this 24<sup>th</sup> day of February, 2010.

NIGHTHAWK RADIOLOGY HOLDINGS, INC.

By: /s/ DAVID M. ENGERT  
**David M. Engert**  
**President and Chief Executive Officer**  
**(Principal Executive Officer)**

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints David Sankaran and Paul E. Cartee, and each of them, as his attorneys-in-fact, with full power of substitution in each, for him in any and all capacities to sign any and all 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, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitutes, may 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 below by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ DAVID M. ENGERT <b>David M. Engert</b>	President, Chief Executive Officer and Director (Principal Executive Officer)	February 24, 2010
/s/ JEFF TERRILL <b>Jeff Terrill</b>	Director	February 24, 2010
/s/ DAVID J. BROPHY <b>David J. Brophy, PhD</b>	Director	February 24, 2010
/s/ PETER Y. CHUNG <b>Peter Y. Chung</b>	Director	February 24, 2010
/s/ CHARLES R. BLAND <b>Charles R. Bland</b>	Director	February 24, 2010
/s/ DAVID M. SANKARAN <b>David M. Sankaran</b>	Senior Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	February 24, 2010

**INDEX TO EXHIBITS**

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