

Intermec, Inc.
Form S-8
June 04, 2008

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As filed with the Securities and Exchange Commission on June 4, 2008

Registration No. 333-

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

**Form S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

INTERMEC, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

95-4647021

(I.R.S. Employer Identification Number)

**6001 36th Avenue West
Everett, Washington**

(Address of Principal Executive Offices)

98203-1264

(Zip Code)

**INTERMEC, INC. 2008 OMNIBUS INCENTIVE PLAN
INTERMEC, INC. 2008 EMPLOYEE STOCK PURCHASE PLAN**

(Full title of the plans)

**Janis L. Harwell
Intermec, Inc.**

**6001 36th Avenue West
Everett, Washington 98203-1264**

(Name and address of agent for service)

(425) 348-2600

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

Copy to:

**J. Sue Morgan
Perkins Coie LLP
1201 Third Avenue, 48th Floor
Seattle, Washington 98101-3099
(206) 359-8000**

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 the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

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 (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee
Common stock, par value \$0.01 per share, under the Intermecc, Inc. 2008 Omnibus Incentive Plan (3)	5,591,357	\$ 22.31	\$ 124,743,174.60	\$ 4,902.41
Intermecc, Inc. 2008 Employee Stock Purchase Plan	1,500,000	22.31	33,465,000.00	1,315.17
Less registration fee carried forward (4)				(4,375.70)
Total	7,091,357	\$ 22.31	\$ 158,208,174.60	\$ 1,841.88

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the Securities Act), this Registration Statement also covers any additional shares of the Registrant s common stock that may become issuable under the 2008 Omnibus Incentive Plan and the 2008 Employee Stock Purchase Plan as a result of any future stock splits, stock dividends or similar adjustments of the Registrant s outstanding common stock.

(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h)(1) under the Securities Act. The proposed maximum offering price per share is estimated to

be \$22.31 based on the average of the high sales price (\$22.61) and the low sales price (\$22.00) for the Registrant's common stock as reported by the New York Stock Exchange on June 2, 2008.

- (3) As described in the Explanatory Note in this Registration Statement, on May 23, 2008, the stockholders of the Registrant approved the Registrant's 2008 Omnibus Incentive Plan (the 2008 Incentive Plan) and, in connection therewith, no further awards will be made under the Registrant's 2004 Omnibus Incentive Compensation Plan (the 2004 Plan), the 2002 Director Stock Option and Fee Plan (the Director Plan), the 2001 Stock Incentive Plan (the 2001 Plan) and the 1999 Stock Incentive Plan (the 1999 Plan, and collectively with the 2004 Plan, the Director Plan and the 2001 Plan, the Prior Plans). Of the 5,591,357 shares of common stock being registered under the

2008 Incentive Plan
on this Registration
Statement,

1,941,357 shares
were previously
available for
issuance but not
issued or subject to
outstanding awards
under the Prior
Plans and now may
be issued under the
2008 Incentive
Plan, as follows:

- (a) 1,502,215 shares
from the 2004 Plan
(previously
registered by the
Registrant on Form
S-8 Registration
Statement (File
No. 333-121141));
- (b) 85,012 shares
from the Director
Plan (previously
registered by the
Registrant on Form
S-8 Registration
Statement (File No.
333-91956));
- (c) 209,045 shares
from the 2001 Plan
(previously
registered by the
Registrant on Form
S-8 Registration
Statement (File
No. 333-67610));
- and (d) 145,085
shares from the
1999 Plan
(previously
registered by the
Registrant on Form
S-8 Registration
Statement (File No.
333-79557)).

- (4) Pursuant to Rule
457(p) under the
Securities Act, the

total registration fee for the shares being registered hereby is reduced by the filing fee of \$4,375.70 previously paid by the Registrant in connection with the registration of shares of common stock on Form S-8 Registration Statement for the 2004 Plan (File No. 333-121141) filed with the Securities and Exchange Commission on December 10, 2004 (the 2004 Registration Statement), which shares are contemporaneously with the filing of this Registration Statement being deregistered from the 2004 Registration Statement by Post-Effective Amendment No. 1 to the 2004 Registration Statement.

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EXPLANATORY NOTE

This Registration Statement is being filed for the purpose of registering shares of the Registrant's common stock that may be issued to participants under the Registrant's 2008 Incentive Plan and the Registrant's 2008 Employee Stock Purchase Plan.

The maximum number of shares of common stock reserved and available for issuance under the 2008 Incentive Plan includes 3,650,000 shares plus shares available for issuance but not subject to outstanding awards under the Prior Plans as of May 23, 2008, the effective date of the 2008 Incentive Plan. As of May 23, 2008, 1,941,357 such shares remained available under the Prior Plans, all of which were previously registered with the Securities and Exchange Commission (the Commission) on Form S-8 Registration Statements. Such shares are now covered by this Registration Statement in connection with the 2008 Incentive Plan. Post-effective amendments to the Form S-8 Registration Statements for the Prior Plans are being filed contemporaneously with this Registration Statement to deregister such shares under those Registration Statements. Additional shares reserved for issuance under the Prior Plans may become available for issuance in the future under the 2008 Incentive Plan as the result of the forfeiture, cancellation or termination of awards outstanding under the Prior Plans (other than by exercise or settlement of the awards in vested and nonforfeitable shares), and any such additional shares will be included in the shares reserved for issuance under the 2008 Incentive Plan and will be registered on one or more future Form S-8 Registration Statements.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed with the Commission are hereby incorporated by reference in this Registration Statement:

(a) the Registrant's Annual Report on Form 10-K for the year ended December 31, 2007, filed on March 3, 2008, which contains audited financial statements for the latest fiscal year for which such statements have been filed, and the Registrant's Amendment No. 1 on Form 10-K/A to its Annual Report on Form 10-K filed on March 27, 2008;

(b) the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 30, 2008, filed on May 6, 2008, which contains unaudited interim financial statements;

(c) the Registrant's Current Reports on Form 8-K filed on February 25, 2008, March 21, 2008, and May 28, 2008; and

(d) the description of the Registrant's Common Stock contained in the Registrant's Registration Statement on Form 10 filed on August 18, 1997, under Section 12(b) of the Securities Exchange Act of 1934, as amended (the Exchange Act), including any amendment or report filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date hereof, and prior to the filing of a post-effective amendment that indicates that all the securities offered hereby have been sold or that deregisters the securities offered hereby then remaining unsold, shall also 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.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

None.

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Item 6. Indemnification of Directors and Officers.

Article XII of the Registrant's Restated Certificate of Incorporation, in accordance with Section 145 of the Delaware General Corporation Law (DGCL), provides that the Registrant will in accordance with its By-Laws indemnify, to the full extent permitted by the DGCL, its directors and officers, as well as anyone serving at the Registrant's request as a director, officer or employee of another entity. Article XII further permits the Registrant to indemnify other persons as provided in its By-Laws.

Article VI of the Registrant's By-Laws provides that directors and officers shall be indemnified against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement in connection with specified actions, suits or proceedings, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation a derivative action) if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful. A similar standard of care is applicable in the case of derivative actions, except that indemnification only extends to expenses (including attorneys' fees) incurred in connection with the defense or settlement of such an action. Moreover, the DGCL requires court approval before there can be any indemnification where the person seeking indemnification has been found liable to the corporation.

Article VI of the Registrant's By-Laws further provides that directors and officers are entitled to be paid by the Registrant the expenses incurred in defending the proceedings specified above in advance of their final disposition, provided that, if the DGCL requires, such payment will only be made upon delivery to the Registrant by the indemnified party of an undertaking to repay all amounts so advanced if it is ultimately determined that the person receiving such payments is not entitled to be indemnified.

Article VI of the Registrant's By-Laws provides that a person indemnified under Article VI of the By-Laws may bring suit against the Registrant if it fails to pay a claim for indemnification within the period of time prescribed in Article VI. The Registrant may defend such a suit by proving that the person indemnified has not met the standard of conduct which makes it permissible under the DGCL to indemnify such person for the amount of the claims.

Article VI of the Registrant's By-Laws provides that the right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in the By-Laws will not be exclusive of any other right which any person may have or acquire under the Registrant's Certificate of Incorporation, By-Laws, or any statute or agreement, or otherwise.

Article VI of the Registrant's By-Laws provides that the Registrant may maintain insurance, at its expense, to reimburse itself and directors, officers, employees or agents of the Registrant or any person serving at the request of the Registrant as a director, officer, employee or agent of another entity against any expense, liability or loss, whether or not the Registrant would have the power to indemnify such persons against such expense, liability or loss under the provisions of its Certificate of Incorporation or By-Laws or the DGCL.

Finally, Article VI of the Registrant's By-Laws provides that the Registrant may, to the extent authorized from time to time by its Board of Directors, indemnify and advance expenses to any of its employees or agents to the same extent permitted under Article VI with respect to its directors and officers.

Article XIII of the Registrant's Restated Certificate of Incorporation eliminates the personal liability of the Registrant's directors to the Registrant or its stockholders for monetary damages for breach of their fiduciary duties as a director, except for liability (i) for any breach of the director's duty of loyalty to the Registrant or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL or (iv) for any transaction from which the director derived any improper personal benefit.

The Registrant also maintains directors' and officers' liability insurance under which the Registrant's directors and officers are insured against loss (as defined in the policy) as a result of claims brought against them for their wrongful acts in such capacities.

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Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

Exhibit Number	Description of Document
5.1+	Opinion of Perkins Coie LLP regarding legality of the Common Stock being registered
23.1+	Consent of Deloitte & Touche LLP, independent registered public accounting firm
23.2+	Consent of Perkins Coie LLP (included in opinion filed as Exhibit 5.1)
24.1+	Power of Attorney (see signature page)
99.1*	Intermec, Inc. 2008 Omnibus Incentive Plan (incorporated by reference to Appendix B of the Registrant's definitive proxy statement on Schedule 14A filed on April 11, 2008)
99.2*	Intermec, Inc. 2008 Employee Stock Purchase Plan (incorporated by reference to Appendix A of the Registrant's definitive proxy statement on Schedule 14A filed on April 11, 2008)

+ Filed herewith.

* Incorporated herein by reference.

Item 9. Undertakings.

A. 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:

(a) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(b) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement; and

(c) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement; *provided, however*, that paragraphs (1)(a) and (1)(b) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this 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.

B. The undersigned Registrant hereby undertakes 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 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this 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.

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C. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that, in the opinion of the Commission, such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the 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, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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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 Everett, State of Washington, on June 4, 2008.

INTERMECC, INC.

By: /s/ Patrick J. Byrne
 Name: Patrick J. Byrne
 Title: Chief Executive Officer and
 President

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Patrick J. Byrne, Lanny H. Michael, Janis L. Harwell and Mary Brodd, or any of them, as his or her attorneys-in-fact, with the power of substitution, for him or her in any and all capacities, to sign any amendments to this Registration Statement, 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 said attorneys-in-fact, or their substitute or 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 by the following persons in the capacities indicated below on June 4, 2008.

Signature	Title
/s/ Patrick J. Byrne	Chief Executive Officer, President and Director
Patrick J. Byrne	(Principal Executive Officer)
/s/ Lanny H. Michael	Senior Vice President and Chief Financial Officer
Lanny H. Michael	(Principal Financial Officer)
/s/ Fredric B. Anderson	Vice President, Corporate Controller (Principal Accounting Officer)
Fredric B. Anderson	
/s/ Allen J. Lauer	Director and Chairman of the Board
Allen J. Lauer	
/s/ Gregory K. Hinckley	Director
Gregory K. Hinckley	
/s/ Lydia H. Kennard	Director
Lydia H. Kennard	

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/s/ Stephen P. Reynolds Director

Stephen P. Reynolds

/s/ Stephen B. Sample Director

Stephen B. Sample

/s/ Oren G. Shaffer Director

Oren G. Shaffer

/s/ Larry D. Yost Director

Larry D. Yost

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99.2*	Intermec, Inc. 2008 Employee Stock Purchase Plan (incorporated by reference to Appendix A of the Registrant's definitive proxy statement on Schedule 14A filed on April 11, 2008)
+	Filed herewith.
*	Incorporated herein by reference.