

CENTRAL EUROPEAN MEDIA ENTERPRISES LTD  
Form S-8  
July 06, 2009

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As filed with the Securities and Exchange Commission on July 6, 2009

Registration No. 333-

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933

CENTRAL EUROPEAN MEDIA ENTERPRISES LTD.  
(Exact name of registrant as specified in its charter)

Bermuda  
(State or other jurisdiction  
of incorporation or organization)

98-0438382  
(I.R.S. Employer Identification  
No.)

CLARENDON HOUSE  
2 Church Street, Hamilton  
HM 11, Bermuda  
(441) 296-1431

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

DANIEL PENN, ESQ.  
c/o CME Development Corporation  
52 Charles Street  
London W1J 5EU  
England  
011-44-20-7127-5800  
011-44-87-1911-6276 (Facsimile)

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

Copies to:

ROBERT L. KOHL, ESQ.  
Katten Muchin Rosenman LLP  
575 Madison Avenue  
New York, New York 10022  
(212) 940-6380  
(212) 940-6557 (Facsimile)

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.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
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Common Stock (1)	1,500,000	\$19.68(2)	\$29,520,000	\$1,647.22
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(1) All such shares are issuable pursuant to options available for grant under the Registrant's Amended and Restated Stock Incentive Plan.

(2) Calculated pursuant to Rules 457(c) and 457(h)(1) using the average of the high and low prices of the Common Stock as quoted on the NASDAQ Stock Market on July 2, 2009.

As permitted by Securities Act Rule 429(a), the prospectus included herein also relates to Registration Statements Nos. 333-110959 and 333-130405.

REGISTRATION OF ADDITIONAL SECURITIES

Pursuant to General Instruction E to Form S-8, Central European Media Enterprises Ltd. (the “Company”) hereby incorporates by reference into this Registration Statement the contents of the Form S-8 Registration Statement filed by the Company on December 16, 2005 (File No. 333-130405) which registered 876,000 shares of the Company’s Class A common stock, par value \$.08 per share (the “Common Stock”) reserved for issuance under the Company’s 2005 Amended and Restated Stock Incentive Plan (as amended, the “Plan”), as well as the contents of Registration Statement File No. 333-110959 filed with the SEC on December 5, 2003, except to the extent otherwise updated or modified by this Registration Statement. The additional 1,500,000 shares of Common Stock that are the subject of this Registration Statement relate to the amendment and restatement of the Plan to increase the number of shares that are authorized for issuance thereunder. The amended and restated Plan was approved by the Company’s shareholders at the Company’s annual general meeting held on May 15, 2009.

Item 8. Exhibits.

Exhibit No.	Description
4.1	Central European Media Enterprises Ltd. Amended and Restated Stock Incentive Plan, as amended on May 15, 2009 (incorporated herein by reference to Exhibit B to the Registrant’s Definitive Schedule 14A filed with the Commission on April 20, 2009).
5.1	Opinion of Conyers Dill & Pearman.
23.1	Consent of Deloitte LLP.
23.4	Consent of Conyers Dill & Pearman (included in Exhibit 5.1).

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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 London, United Kingdom, on this 3rd day of July, 2009.

CENTRAL EUROPEAN MEDIA ENTERPRISES LTD.  
(Registrant)

By: /s/ Adrian Sarbu  
Adrian Sarbu  
President and Chief Operating Officer

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## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Adrian Sarbu, Charles Frank and Dan Penn, and each of them, his true and lawful attorney-in-fact and agent, each acting alone, with full power of substitution and resubstitution, for him and in his name, place, and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments and any subsequent Registration Statement filed pursuant to Rule 462(b) under the Securities Act) to this Registration Statement, and to file the same, with all the exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, each acting alone, 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 fully, to all intents and purposes, as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, each acting alone, 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, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE	TITLE	DATE
/s/ Ronald S. Lauder Ronald S. Lauder	Chairman of the Board of Directors	July 3, 2009
/s/ Herbert A. Granath Herbert A. Granath	Vice Chairman of the Board of Directors	July 3, 2009
/s/ Adrian Sarbu Adrian Sarbu	President and Chief Operating Officer (Principal Executive Officer)	July 3, 2009
/s/ Charles R. Frank, Jr. Charles R. Frank, Jr.	Chief Financial Officer (Principal Financial Officer)	July 3, 2009
/s/ Frank Ehmer Frank Ehmer	Director	July 3, 2009
/s/ Alfred W. Langer Alfred W. Langer	Director	July 3, 2009
/s/ Bruce Maggin Bruce Maggin	Director	July 3, 2009
/s/ Olaf Olafsson Olaf Olafsson	Director	July 3, 2009
/s/ Caryn Seidman-Becker Caryn Seidman-Becker	Director	July 3, 2009
/s/ Duco Sickinghe	Director	

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Duco Sickinghe July 3, 2009

/s/ Christian Stahl Director July 3, 2009  
Christian Stahl

/s/ David Sturgeon Deputy Chief Financial Officer July 3, 2009  
David Sturgeon (Principal Accounting Officer)

/s/ Eric Zinterhofer Director July 3, 2009  
Eric Zinterhofer

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EXHIBIT INDEX

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