

CSG SYSTEMS INTERNATIONAL INC  
Form S-8  
August 31, 2011

Registration No. 333-\_\_\_\_\_

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

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

**CSG SYSTEMS INTERNATIONAL, INC.**

(Exact name of registrant as specified in its charter)

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

**9555 Maroon Circle, Englewood, CO 80112**

(Address of Principal Executive Offices) (Zip Code)

**47-0783182**  
(I.R.S. Employer  
Identification No.)

**CSG Systems International, Inc.**

**Amended and Restated 2005 Stock Incentive Plan**

(Full title of the plan)

**Joseph T. Ruble, General Counsel, Executive Vice President, and Secretary**

**CSG Systems International, Inc.**

**9555 Maroon Circle, Englewood, CO 80112**

(Name and address of agent for service)

**(303) 796-2850**

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

*Copy to:*

**Howard J. Kaslow**

**Abrahams Kaslow & Cassman LLP**

**8712 West Dodge Road, Suite 300**

**Omaha, NE 68114-3419**

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  (Do not check if a smaller reporting company.)

Smaller reporting company

**Calculation of Registration Fee**

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<b>Title of securities to be registered</b>	<b>Amount to be registered</b>	<b>Proposed maximum offering price per share</b>	<b>Proposed maximum aggregate offering price</b>	<b>Amount of registration fee</b>
Common Stock, par value \$0.01 per share	3,400,000 shares(1)	\$12.67(2)	\$43,078,000(3)	\$5,001.36

- (1) This Form S-8 covers an additional 3,400,000 shares authorized for issuance under the registrant's Amended and Restated 2005 Stock Incentive Plan. 12,400,000 shares authorized for issuance under such Plan already have been registered pursuant to a previously filed registration statement on Form S-8.
- (2) Solely for purposes of calculating the registration fee in accordance with Rule 457(c) and Rule 457(h)(1) of the Securities Act of 1993, the maximum offering price per share is based upon the average of the high and low prices of the registrant's Common Stock on August 26, 2011, on the Nasdaq Stock Market.
- (3) The aggregate offering price is based upon the proposed maximum offering price per share for the shares being registered.

**REGISTRATION OF ADDITIONAL SECURITIES**

This Registration Statement relates solely to the registration of additional securities of the same class as other securities for which a registration statement on this Form relating to an employee benefit plan is effective. Pursuant to General Instruction E of Form S-8, this Registration Statement hereby incorporates by reference the contents of the registration statement on Form S-8 filed by the Registrant on June 7, 2005 (Registration No. 333-125584) with respect to the Registrant's 2005 Stock Incentive Plan.

**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 Englewood, State of Colorado, on August 30, 2011.**

CSG SYSTEMS INTERNATIONAL, INC.

By: /s/ Peter E. Kalan  
 Peter E. Kalan, President and Chief Executive  
 Officer (*Principal Executive Officer*)

**POWER OF ATTORNEY**

We, the undersigned officers and directors of CSG Systems International, Inc., hereby severally and individually constitute and appoint Peter E. Kalan and Joseph T. Ruble, and each of them individually, as the true and lawful attorneys and agents of each of us to execute in the name, place and stead of each of us (individually and in any capacity stated below) any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and all instruments necessary or advisable in connection therewith, and to file the same with the Securities and Exchange Commission, each of said attorneys and agents to have power to act with or without the other and to have full power and authority to do and perform in the name and on behalf of each of the undersigned every act whatsoever necessary or advisable to be done in the premises as fully and to all intents and purposes as any of the undersigned might or could do in person, and we hereby ratify and confirm all that said attorneys-in-fact, acting jointly or individually, may lawfully do or cause to be done pursuant to this Power of Attorney.

**Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.**

Name	Title	Date
/s/ Peter E. Kalan	President, Chief Executive Officer,	August 30, 2011
Peter E. Kalan	and Director (Principal Executive Officer)	
/s/ Randy R. Wiese	Executive Vice President, Chief	August 30, 2011
Randy R. Wiese	Financial Officer, and Chief Accounting Officer (Principal Financial Officer and Principal Accounting Officer)	

/s/ Ronald H. Cooper	Director	August 30, 2011
Ronald H. Cooper		
/s/ John L.M. Hughes	Director	August 30, 2011
John L.M. Hughes		
/s/ Edward C. Nafus	Director	August 30, 2011
Edward C. Nafus		
/s/ Janice I. Obuchowski	Director	August 30, 2011
Janice I. Obuchowski		
/s/ Donald B. Reed	Director	August 30, 2011
Donald B. Reed		
/s/ Bernard W. Reznicek	Director	August 30, 2011
Bernard W. Reznicek		
/s/ Frank V. Sica	Director	August 30, 2011
Frank V. Sica		
	Director	
Donald V. Smith		
/s/ James A. Unruh	Director	August 30, 2011
James A. Unruh		

**CSG SYSTEMS INTERNATIONAL, INC.**

**FORM S-8**

**EXHIBIT INDEX**

Exhibit No.	Description
5.1	Opinion of Abrahams Kaslow & Cassman LLP
23.1	Consent of KPMG LLP
23.2	Consent of Abrahams Kaslow & Cassman LLP
	(filed as part of Exhibit 5.1)