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DATA I/O CORP  
Form S-8  
February 01, 2002

As filed with the Securities and Exchange  
Commission on February 1, 2002

Registration No. 333-

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

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

DATA I/O CORPORATION

-----  
(Exact name of registrant as specified in its charter)

Washington

91-0864123

-----  
(State or other jurisdiction of  
incorporation or organization)

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

10525 Willows Road N.E.  
Redmond, Washington 98052

-----  
Address of Principal Executive Offices

DATA I/O CORPORATION 1982 EMPLOYEE STOCK PURCHASE PLAN, AS AMENDED

-----  
(Full title of the plan)

Joel S. Hatlen  
10525 Willows Road N.E.  
Redmond, Washington 98052

-----  
(Name and address of agent for service)

(425) 881-6444

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

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered | Amount to be Registered | Proposed Maximum Offering Price Per Share (1) | Proposed Aggregate Pri |
|--|-------------------------|---|------------------------|
| Common Stock Without Par Value                     | 300,000 shares          | \$1.8255                                      | \$547,                 |

(1) The proposed maximum offering price per share and the registration fee were calculated in accordance with rule 457(c) and (h) based on the average of the high and low prices for shares of the registrant's common stock on January 28, 2002, as quoted by Nasdaq National Market, which was \$1.8255 per share.

Pursuant to Rule 429, the documents constituting a prospectus with respect to

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this Registration Statement constitute a combined prospectus which also relates to the Company's Form S-8 shares issuable under certain other plans, which shares were previously registered under Registration Statements Nos. 333-20657, 33-26472, 33-42010, 33-66824 and 33-95608.

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REGISTRATION OF ADDITIONAL SECURITIES

Pursuant to General Instruction E, this Registration Statement on Form S-8 is filed by Data I/O Corporation (the "Company") to register additional securities under the Data I/O Corporation 1982 Employee Stock Purchase Plan, as amended (the "Plan"), covered by the Company's Registration Statements on Form S-8 (Nos. 333-20657, 33-26472, 33-42010, 33-66824 and 33-95608). The additional securities are to be issued pursuant to an amendment to the Plan approved by the Company's Board of Directors on February 8, 2001 and by the Company's shareholders on May 16, 2001. Registration Statement Nos. 333-20657, 33-26472, 33-42010, 33-66824 and 33-95608 are incorporated herein by reference.

Item 8. Exhibits.

| Exhibit Number | Exhibit   |
|----------------|---|
| -----          | -----   |
| 4.1            | Data I/O Corporation 1982 Employee Stock Purchase Plan,<br>as amended     |
| 5.1            | Opinion of Dorsey & Whitney LLP   |
| 23.1           | Consent of Ernst & Young LLP, Independent Auditors                        |
| 23.2           | Consent of Dorsey & Whitney LLP (Included in Exhibit 5.1)                 |
| 24.1           | Power of Attorney (See signature pages of this<br>Registration Statement) |

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SIGNATURES

The Registrant. 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 or amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in Redmond, Washington, on January 31, 2002.

DATA I/O CORPORATION

By: /s/ Joel S. Hatlen

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-----  
Joel S. Hatlen  
Vice President of Finance,  
Chief Financial Officer, Secretary and  
Treasurer

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POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints each of Fredrick R. Hume and Joel S. Hatlen as his or her attorney-in-fact and agent, with the full power of substitution and resubstitution, for them in any and all capacities, to sign any and all amendments (including post-effective 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, as amended, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

| SIGNATURE   | TITLE   | DATE             |
|---|---|------------------|
| /s/ Fredrick R. Hume<br>-----<br>Fredrick R. Hume | Chief Executive Officer,<br>President and a director<br>(Principal Executive Officer)   | January 31, 2002 |
| /s/ Joel S. Hatlen<br>-----<br>Joel S. Hatlen     | Vice President of Finance, Chief<br>Financial Officer, Secretary<br>and Treasurer (Principal Financial<br>Officer and Accounting Officer) | January 31, 2002 |
| /s/ Glen F. Ceiley<br>-----<br>Glen F. Ceiley     | Director  | January 31, 2002 |
| /s/ Daniel A. DiLeo<br>-----<br>Daniel A. DiLeo   | Director  | January 31, 2002 |

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/s/ Paul A. Gary                      Director                      January 31, 2002  
-----  
Paul A. Gary

/s/ Edward D. Lazowska              Director                      January 31, 2002  
-----  
Edward D. Lazowska

/s/ Steven M. Quist                   Director                      January 31, 2002  
-----  
Steven M. Quist

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EXHIBIT INDEX

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