

Himax Technologies, Inc.
Form S-8
September 26, 2006

As filed with the Securities and Exchange Commission on September 26, 2006

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

HIMAX TECHNOLOGIES, INC.

(Exact Name of Registrant as specified in its charter)

Cayman Islands

(State or other jurisdiction of incorporation or organization)

Not Applicable

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

**10th Floor, No. 605, Chungshan
Road
Hsinhua, Tainan County 712
Taiwan, Republic of China
+886 (6) 505-0880**

(Address including telephone number and zip code of Principal Executive Offices)

HIMAX TECHNOLOGIES, INC. 2005 LONG-TERM INCENTIVE PLAN

(Full title of the plan)

**Puglisi & Associates
850 Library Avenue, Suite 204
Newark, Delaware 19711
(302) 738-6680**

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

Copy to:

**Show-Mao Chen, Esq.
Davis Polk & Wardwell
18th Floor, The Hong Kong Club
Building
3A Chater Road
Central, Hong Kong S.A.R., China
+(852) 2533-3300**

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered

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| | Amount to be Registered (1) | Proposed Maximum Offering Price Per Share (2) | Proposed Maximum Aggregate Offering Price (2) | Amount of Registration Fee |
|---|--------------------------------|---|---|-------------------------------|
| Ordinary shares, par value \$0.0001 per ordinary share | 16,752,312 | \$7.00 | \$117,266,184 | \$12,547.48 |

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended (the Securities Act), this registration statement shall be deemed to cover any additional securities that may be offered or issued pursuant to the anti-dilution adjustment provisions of the Himax Technologies, Inc. 2005 Long-Term Incentive Plan.
- (2) Estimated pursuant to Rule 457(h) and Rule 457(c) under the Securities Act, solely for the purpose of computing the registration fee. The maximum offering price, per share and in the aggregate, and the registration fee, for ordinary shares available for future awards under the Himax Technologies, Inc. 2005 Long-Term Incentive Plan were calculated based upon the average of the high price of \$7.10 and the low price of \$6.90 of the Company's ordinary shares on September 22, 2006, as reported on the Nasdaq National Market.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information specified in Item 1 and Item 2 of Part I of the Registration Statement on Form S-8 (the "Registration Statement") is omitted from this filing in accordance with the provisions of Rule 428 under the Securities Act of 1933, as amended (the "Securities Act") and the introductory note to Part I of the Registration Statement. The documents containing the information specified in Part I will be delivered to the participants in the plan covered by this Registration Statement as required by Rule 428(b)(1). These documents, which include the statement of availability required by Item 2 of this Registration Statement, and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II of this Registration Statement, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents filed with the Securities and Exchange Commission (the "Commission") by Himax Technologies, Inc. (the "Company"), are incorporated herein by reference.

- (1) The Company's prospectus filed on March 31, 2006 pursuant to Rule 424(b) under the Securities Act.
- (2) The Company's reports of foreign issuer filed on Form 6-K with the Commission on May 2, May 9, July 26, August 9, August 15, and August 29, 2006.
- (3) The Company's description of its ordinary shares filed on Form 8-A with the Commission on March 20, 2006 (which incorporates such description of the ordinary shares from the Form F-1, which description is also hereby incorporated by reference).

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents.

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 other subsequently filed document which also is incorporated or 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 4. DESCRIPTION OF SECURITIES

Not applicable.

ITEM 5. INTEREST OF NAMED EXPERTS AND COUNSEL

Not applicable.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

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Cayman Islands law does not limit the extent to which a company's articles of association may provide for indemnification of officers and directors, except to the extent any such provision may be held by the Cayman Islands courts to be contrary to public policy, such as to provide indemnification against civil fraud or the consequences of committing a crime. Our amended and restated articles of association provide for indemnification of officers and

directors for losses, damages, costs and expenses incurred in their capacities as such provided that this indemnity does not extend to any matter in respect of any fraud or dishonesty which may attach to any of the said persons.

The Company maintains standard policies of insurance under which coverage is provided (a) to its directors and officers against loss rising from claims made by reason of breach of duty or other wrongful act and (b) to the Company with respect to payments which may be made by the Company to such officers and directors pursuant to the above indemnification provision or otherwise as a matter of law.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED

Not applicable.

ITEM 8. EXHIBITS

- 4.1 Amended and Restated Memorandum and Articles of Association (incorporated herein by reference to Exhibit 3.1 to the Company's Form F-1, Commission File No. 333-132372, filed on March 13, 2006).
- 5.1 Opinion of Conyers Dill & Pearman, Cayman Islands counsel to the Registrant, regarding the legality of the securities being registered.
- 10.1 Himax Technologies, Inc. 2005 Long-Term Incentive Plan (incorporated herein by reference to Exhibit 10.1 to the Company's Form F-1, Commission File No. 333-132372, filed on March 13, 2006).
- 23.1 Consent of KPMG Certified Public Accountants, Independent Registered Public Accounting Firm.
- 23.2 Consent of Conyers Dill & Pearman (included in Exhibit 5.1 above).
- 24 Powers of Attorney (included on signature page hereof).

ITEM 9. REQUIRED 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:
 - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of the 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 the Registration Statement; and
 - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act

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that are incorporated by reference in the 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 Section 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.

(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.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing this Registration Statement and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Taipei, Taiwan, Republic of China, on the 26th day of September, 2006.

HIMAX TECHNOLOGIES, INC.

By: /s/ Jordan Wu

Name: Jordan Wu

Title: President and Chief Executive Officer

Power of Attorney

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below, constitutes and appoints, Jordan Wu his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, to do any and all acts and things and execute, in the name of the undersigned, any and all instruments which said attorney-in-fact and agent may deem necessary or advisable in order to enable Himax Technologies, Inc. to comply with the Securities Act of 1933, as amended (the Securities Act), and any requirements of the Securities and Exchange Commission (the Commission) in respect thereof, in connection with the filing with the Commission of this Registration Statement on Form S-8 under the Securities Act, including specifically but without limitation, power and authority to sign the name of the undersigned to such Registration Statement, and any amendments to such Registration Statement (including post-effective amendments), and to file the same with all exhibits thereto and other documents in connection therewith, with the Commission, to sign any and all applications, registration statements, notices or other documents necessary or advisable to comply with applicable state securities laws, and to file the same, together with other documents in connection therewith with the appropriate state securities authorities, granting unto said attorney-in-fact and agent, full power and authority to do and to perform each and every act and thing requisite or necessary to be done in and about the premises, as fully and to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his or her substitute, may lawfully do or cause to be done by virtue hereof.

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

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|---|---|--------------------|
| <u>/s/ Jordan Wu</u> Jordan Wu | President and Chief Executive Officer (Principal Executive Officer) | September 26, 2006 |
| <u>/s/ Max Chan</u> Max Chan | Chief Financial Officer (Principal Financial and Accounting Officer) | September 26, 2006 |
| <u>/s/ Chih-Chung Tsai</u> Chih-Chung Tsai | Chief Technology Officer | September 26, 2006 |
| <u>/s/ Dr. Biing-Seng Wu</u> Dr. Biing-Seng Wu | Chairman of the Board | September 26, 2006 |

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/s/ Jung-Chun Lin

Director

September 26, 2006

Jung-Chun Lin

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| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|---|--------------|--------------------|
| <u>/s/ Dr. Chun-Yen Chang</u> Dr. Chun-Yen Chang | Director | September 26, 2006 |
| <u>/s/ Yuan-Chuan Horng</u> Yuan-Chuan Horng | Director | September 26, 2006 |

SIGNATURE OF AUTHORIZED REPRESENTATIVE OF THE REGISTRANT

Pursuant to the Securities Act, the undersigned, the duly authorized representative in the United States of the Registrant, has signed this Registration Statement or amendment thereto in Newark, Delaware, on September 26, 2006.

PUGLISI & ASSOCIATES

By: /s/ Donald Puglisi

Name: Donald Puglisi

Title: Managing Director

EXHIBIT INDEX

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