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PARKERVISION INC
Form S-8 POS
August 14, 2003

As filed with the Securities and Exchange Commission on August 14, 2003.

Registration No. 333-43452

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8
REGISTRATION STATEMENT
under
THE SECURITIES ACT OF 1933

PARKERVISION, INC.
(Exact name of registrant as specified in its charter)

FLORIDA
(State or jurisdiction of
Incorporation or organization)

59-2971472
(I.R.S. Employer
Identification Number)

8493 BAYMEADOWS WAY
JACKSONVILLE, FLORIDA 32256
(Address of principal executive offices)

1993 STOCK PLAN
2000 PERFORMANCE EQUITY PLAN
AND
OTHER EMPLOYEE OPTION PLANS
(Full title of the Plans)

Jeffrey Parker, Chairman of the Board
ParkerVision, Inc.
8493 Baymeadows Way
Jacksonville, Florida 32256
(904) 737-1367
(Name, address and telephone number, including area code,
of agent for service)

with a copy to:

David Alan Miller, Esq.
Graubard Miller
600 Third Avenue
New York, New York 10016
(212) 818-8800

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 (1)
Common Stock, par value	5,000,000 shares	\$ 45.97	\$229,850,000

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\$.01 per share	665,700 shares	\$ 45.97	\$ 30,602,229
	459,800 shares	\$ 23.25	\$ 10,690,350
	212,000 shares	\$ 28.25	\$ 5,989,000
	162,500 shares	\$23.125	\$ 3,757,813
	500,000 shares	\$ 30.00	\$ 15,000,000
	100,000 shares	\$ 23.25	\$ 2,325,000
	40,000 shares	\$ 18.75	\$ 750,000
	25,000 shares	\$ 23.25	\$ 581,250

Total Registration Fee Previously Paid
=====

- (1) Pursuant to Rule 416, there are also being registered additional securities as may be issued as a result of anti-dilution provisions under each of the 1993 Stock Plan, 2000 Performance Equity Plan and Other Employee Option Plans.
- (2) Pursuant to Rule 457 (c), the registration fee for 5,665,700 shares of the Common Stock was calculated on the basis of the market price of \$45.97 on August 3, 2000, and pursuant to Rule 457 (g) the registration fee for 1,499,300 shares of the Common Stock was calculated on the basis of the exercise prices set forth in the above table.

In accordance with the provisions of Rule 462 promulgated under the Securities Act of 1933, as amended, the Registration Statement will become effective upon filing with the Securities and Exchange Commission.

PART I

INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

ITEM 1. PLAN INFORMATION.*

ITEM 2. REGISTRANT INFORMATION AND EMPLOYEE PLAN ANNUAL INFORMATION.*

* Information required by Part I to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rules 428 and 424 under the Securities Act of 1933 and the Note to Part I of the Instructions to Form S-8.

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PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Except for the disclosure in Item 8 and Item 9 (which is hereby being amended to deregister 250,000 shares of Common Stock issued under the 2000 Performance Equity Plan), the contents of Part II of the Registration Statement on Form S-8 (No. 33-93658) previously filed by the Registrant with the Securities and Exchange Commission ("Commission") on June 19, 1995, are incorporated by reference in this Registration Statement. This Registration Statement covered 500,000 shares of Common Stock.

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On September 19, 1996 and August 22, 1997, the Board of Directors of the Registrant approved amendments to the 1993 Stock Plan to increase the number of shares of Common Stock available under the 1993 Stock Plan to an aggregate of 2,000,000 shares of Common Stock. The amendments to the 1993 Stock Plan were approved by the stockholders of the Registrant on October 29, 1996 and November 7, 1997, respectively. The Registrant filed a Registration Statement on Form S-8 (No. 333-62497) on August 28, 1998 to register the additional 1,500,000 shares of Common Stock available under the 1993 Stock Plan.

Except for the disclosure in Item 8 and Item 9 (which is hereby being amended to deregister 250,000 shares of Common Stock issued under the 2000 Performance Equity Plan), the contents of Part II of the Registration Statement on Form S-8 (No. 333-62497) previously filed by the Registrant with the Commission on August 28, 1998, are incorporated by reference with this Registration Statement.

On May 26, 1998, the Board of Directors of the Registrant approved the grant of options to purchase up to 500,000 shares of Common Stock to an executive employee of the Registrant. The Registrant filed a Registration Statement on Form S-8 (No. 333-62497) on August 28, 1998 to register these shares.

On November 16, 1998, the Board of Directors of the Registrant approved an amendment to the 1993 Stock Plan to increase the number of shares of Common Stock available under the 1993 Stock Plan to an aggregate of 3,500,000 shares of Common Stock. The amendment to the 1993 Stock Plan was approved by the stockholders of the Registrant on June 10, 1999. The Registrant filed this Registration Statement to register the additional 1,500,000 shares of Common Stock available under the 1993 Stock Plan.

On November 16, 1998, the Board of Directors of the Registrant approved the grant of options to purchase up to 40,000 of Common Stock to consultants of the Company. On March 4, 1999, the Board of Directors of the Registrant approved the grant of options to purchase an aggregate of 25,000 shares of Common Stock to two directors of the Company. On March 5, 1999, the Board of Directors of the Registrant approved the grant of options to purchase up to 100,000 of Common Stock to a new employee of the Company. On May 13, 1999, the Board of Directors of the Registrant approved the grant of options to purchase up to 500,000 shares of Common Stock to a new employee of the Company. The options to purchase an aggregate of 665,000 shares of Common Stock form the Other Employee Stock Option Plans which are included on this Registration Statement.

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On March 3, 2000, the Board of Directors of the Registrant approved the 2000 Performance Equity Plan covering 5,000,000 shares of Common Stock. The 2000 Performance Equity Plan was approved by stockholders on July 13, 2000. The Registrant filed this Registrant Statement to register the 5,000,000 shares of Common Stock available under the 2000 Performance Equity Plan.

On August 14, 2003, the Registrant filed a post-effective amendment to deregister from this Registration Statement 250,000 shares of Common Stock issued under the 2000 Performance Equity Plan by amending the undertakings in Item 9.

ITEM 8. EXHIBITS.

Exhibit No. Description

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- 5.1* Opinion of Graubard Mollen & Miller
- 10.1* 1993 Stock Plan of the Registrant (Incorporated by reference to Exhibit 10.2 from Registration Statement on Form SB-2 No. 33-70588-A)
- 10.2* Stock Option Agreement (Vesting) dated July 23, 1998 between Registrant and Richard L. Sisisky (Incorporated by reference to Exhibit 10.2 from Registration Statement on Form S-8 No. 333-62497)
- 10.3* Stock Option Agreement (Acceleration) dated July 23, 1998 between Registrant and Richard L. Sisisky (Incorporated by reference to Exhibit 10.3 from Registration Statement on Form S-8 No. 333-62497)
- 10.4* Employment Agreement dated July 23, 1998 between Registrant and Richard L. Sisisky (Incorporated by reference to Exhibit 10.4 from Registration Statement on Form S-8 No. 333-62497)
- 10.5* Stock Option Agreement (Vesting) dated May 13, 1999 between Registrant and Jim Baker
- 10.6* Stock Option Agreement (Acceleration) dated May 13, 1999 between Registrant and Jim Baker
- 10.7* Stock Option Agreement dated March 5, 1999 between Registrant and Greg Rawlins
- 10.8* Stock Option Agreement dated November 16, 1998 between Registrant and Michael DuBow
- 10.9* Form of Stock Option Agreement dated November 16, 1998 between Registrant and consultants
- 10.10* Form of Stock Option Agreement dated March 4, 1999 between Registrant and two directors

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- 10.11* 2000 Performance Equity Plan of the Registrant
- 23.1* [Reserved]
- 23.2 Consent of PricewaterhouseCoopers LLP, independent certified public accountants for Registrant
- 23.3* Consent of Graubard Mollen & Miller (included in Exhibit 5.1)
- 24.1 Power of Attorney (included on the signature page hereto.)

* Previously filed.

ITEM 9. UNDERTAKINGS.

(a) The undersigned Registrant hereby undertakes:

(1) The file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement;

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- (i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;
- (ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement;
- (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 Registration Statement is on Form S-3 or Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the Registrant pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, 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.

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Pursuant to this undertaking, the Registrant includes in the submission of the Post-Effective Amendment No. 1, its removal from registration of 250,000 shares of Common Stock, \$.01 par value, that were available for issuance under the 2000 Performance Equity Plan. These shares were issued to a corporate entity and are not eligible for registration under Form S-8, and therefore are being removed. Such shares were issued as restricted stock with appropriate legends and stop transfer orders.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) (of the Securities Exchange Act of 1934 (and where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the 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 of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing procedures, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the 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

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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 against public policy as expressed in the 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 this Post-Effective Amendment to 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 Jacksonville, State of Florida on this 14th day of August, 2003.

PARKERVISION, INC.

By: /s/ Jeffrey Parker

Jeffrey Parker, Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Jeffrey Parker and Todd Parker his true and lawful attorneys-in-fact and agents, 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 to this Registration Statement, including post-effective amendments, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, and hereby ratifies and confirms all that said attorneys-in-fact and agents, each acting alone, or their 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.

Signatures -----	Title -----	Date ----
By: /s/ Jeffrey L. Parker ----- Jeffrey L. Parker	Chief Executive Officer and Chairman of the Board (Principal Executive Officer)	August 14, 2003
By: /s/ Todd Parker ----- Todd Parker	President, Video Business Unit and Director	August 14, 2003
By: /s/ David F. Sorrells ----- David F. Sorrells	Chief Technical Officer and Director	August 14, 2003

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By: /s/ Stacie Wilf Secretary and Treasurer August 14, 2003

Stacie Wilf

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By: /s/ Cynthia L. Poehlman Chief Accounting Officer August 14, 2003
----- (Principal Accounting Officer)
Cynthia L. Poehlman

By: /s/ William A. Hightower Director August 14, 2003

William A. Hightower

By: /s/ Richard A. Kashnow Director August 14, 2003

Richard A. Kashnow

By: /s/ William L. Sammons Director August 14, 2003

William L. Sammons

By: /s/ Papken S. Der Torossian Director August 14, 2003

Papken S. Der Torossian

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* Previously filed