

CONCERTO SOFTWARE INC
Form S-8
May 22, 2003

As filed with the Securities and Exchange Commission on May 22, 2003

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM S-8

**REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933**

CONCERTO SOFTWARE, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

02-0364368
(I.R.S. Employer Identification No.)

6 Technology Park Drive
Westford, Massachusetts 01886

(Address of Principal Executive Offices) (Zip Code)

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Concerto Software, Inc. 2000 Stock Option Plan, as amended

(Full Title of the Plan)

James D. Foy

Chief Executive Officer and President

Concerto Software, Inc.

6 Technology Park Drive

Westford, Massachusetts 01886

(Name and Address of Agent For Service)

(978) 952-0200

(Telephone Number, Including Area Code, of Agent For Service)

Copy to:

John M. Mutkoski, Esq.

Testa, Hurwitz & Thibault, LLP

High Street Tower

125 High Street

Boston, Massachusetts 02110

(617) 248-7000

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
Common Stock, \$.10 par value	120,816	\$5.57(1)	\$ 672,945.12(1)	\$54.44(3)
Common Stock, \$.10 par value	21,600	\$4.70(1)	\$ 101,520.00(1)	\$ 8.21(3)
Common Stock, \$.10 par value	188,975	\$5.63(2)	\$1,063,929.20(2)	\$86.07(3)

(1) Such shares are issuable upon exercise of outstanding options with fixed exercise prices. Pursuant to Rule 457(h), the aggregate offering price and the fee have been calculated upon the basis of the price at which such options may be exercised. The offering price per share set forth for such shares is the exercise price at which such options are exercisable.

(2) Such shares are not subject to outstanding options. The exercise price of such options shall be determined at the time of grant. Accordingly, the price of \$5.63 per share, which is the average of the high and low prices of the Common Stock as reported on the Nasdaq National Market System on May 21, 2003, is set forth solely for purposes of calculating the filing fee pursuant to Rules 457(c) and (h).

(3) Calculated pursuant to Section 6(b) of the Securities Act of 1933, as amended.

This Registration Statement registers additional securities of the same class as other securities for which Registration Statement No. 333-42492 on Form S-8 as filed with the Securities and Exchange Commission on July 28, 2000 relating to the Concerto Software, Inc. 2000 Stock Option Plan, as amended, is effective. Pursuant to General Instruction E, the contents of the above-listed Registration Statement are hereby incorporated by reference.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Exhibit No.	Description of Exhibit
4.1	2000 Stock Option Plan, as amended, of the Registrant
5.1	Opinion of Testa, Hurwitz & Thibault, LLP
23.1	Consent of Independent Auditors
23.2	Consent of Arthur Andersen LLP
23.3	Consent of Testa, Hurwitz & Thibault, LLP (included in Exhibit 5.1)
24.1	Power of Attorney (found on Page 3 of this Registration Statement)

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/s/ ALPHONSE M. LUCCHESI	Director	May 22, 2003
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Alphonse M. Lucchese		
/s/ MICHAEL D. KAUFMAN	Director	May 22, 2003
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Michael D. Kaufman		
/s/ R. SCOTT ASEN	Director	May 22, 2003
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R. Scott Asen		
/s/ PETER GYENES	Director	May 22, 2003
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Peter Gyenes		

EXHIBIT INDEX

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