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INTER TEL INC
Form S-8
May 03, 2002

As filed with the Securities and Exchange Commission on May 2, 2002
Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
Under
The Securities Act of 1933

INTER-TEL, INCORPORATED
(Exact name of Registrant as specified in its charter)

Arizona
(State or other jurisdiction of
incorporation or organization)

1615 South 52nd Street
Tempe, AZ 85281
(Address of principal executive offices)

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INTER-TEL, INCORPORATED 1997 EMPLOYEE STOCK PURCHASE PLAN
(Full title of the plan)

Steven G. Mihaylo
Chairman of the Board of Directors and Chief Executive Officer
INTER-TEL INCORPORATED
1615 South 52nd Street
Tempe, AZ 85281
(Name and address of agent for service)

(480) 449-8900
(Telephone number, including area code, of agent for service)

Copies to:

Robert G. Day, Esq.
Caine T. Moss, Esq.
Wilson Sonsini Goodrich & Rosati
Professional Corporation
650 Page Mill Road
Palo Alto, CA 94304
(650) 493-9300

CALCULATION OF REGISTRATION FEE

TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED (1)	PROPOSED MAXIMUM OFFERING PRICE PER SHARE (2)	PROPOSED AGGREGATE PRICE
Common Stock, \$0.0001 par value, to be issued under the Inter-Tel,			

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Incorporated 1997 Employee Stock Purchase Plan.....	500,000	\$19.22	\$9,610
TOTAL.....	500,000	\$19.22	\$9,610

- (1) Pursuant to Rule 416 promulgated under the Securities Act of 1933, as amended (the "Securities Act") this registration statement is deemed to include additional shares of the Registrant's common stock to be offered or issued pursuant to the anti-dilution provisions of the plan listed above.
- (2) Estimated in accordance with Rule 457(h) under the Securities Act solely for the purpose of calculating the registration fee based on the price of \$19.22 per share, which was the average of the high and low price per share of the Common Stock as reported on the Nasdaq National Market on April 26, 2002 (the "Market Price").

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INTER-TEL, INCORPORATED

REGISTRATION STATEMENT ON FORM S-8

STATEMENT UNDER GENERAL INSTRUCTION E - REGISTRATION OF ADDITIONAL SECURITIES

Inter-Tel, Incorporated (the "Registrant") previously filed a Registration Statement on Form S-8 with the Securities and Exchange Commission (the "SEC") on or about November 26, 1997 (SEC File No. 333-41197) (the "Previous Form S-8"). The Previous Form S-8 was filed in connection with the Registrant's 1997 Employee Stock Purchase Plan (the "1997 ESPP"). This Registration Statement registers additional shares of the Registrant's Common Stock to be issued pursuant to the 1997 ESPP. The contents of the Previous Form S-8, including periodic reports that the Company filed, or reports to be filed, after the Previous Form S-8, to maintain current information about the Company, are incorporated by reference into this Registration Statement pursuant to General Instruction E of Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. EXHIBITS.

Exhibit Number -----	
5.1	Opinion of John L. Gardner, General Counsel
23.1	Consent of Independent Auditors
23.2	Consent of Counsel (contained in Exhibit 5.1)
25.1	Power of Attorney (See page 2)

SIGNATURES

Pursuant to the requirements of the Securities Act, 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 Tempe, State of Arizona, on this 23rd day of April, 2002.

INTER-TEL, INCORPORATED

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By: /s/ Kurt R. Kneip

Kurt R. Kneip

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Kurt R. Kneip and John L. Gardner, and each of them acting individually, as his or her attorney-in-fact, each with full power of substitution, for him or her in any and all capacities, to sign any and all amendments to this Registration Statement on Form S-8, and to file the same, with exhibits thereto and other documents in connection therewith, with the SEC, hereby ratifying and confirming all that each of said attorneys-in-fact, or any substitute, may do or cause to be done by virtue hereof.

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

SIGNATURE -----	TITLE -----	DATE ----
/s/ Steven G. Mihaylo ----- Steven G. Mihaylo	Chairman of the Board, President and Chief Executive Officer	April 23, 2002
/s/ Norman Stout ----- Norman Stout	Executive Vice President and Chief Administrative Officer	April 23, 2002
/s/ Craig W. Rauchle ----- Craig W. Rauchle	Executive Vice President and Chief Operating Officer	April 23, 2002
/s/ Kurt R. Kneip ----- Kurt R. Kneip	Chief Financial Officer	April 23, 2002
/s/ J. Robert Anderson ----- J. Robert Anderson	Director	April 23, 2002
/s/ Jerry W. Chapman ----- Jerry W. Chapman	Director	April 23, 2002
/s/ Gary Edens ----- Gary Edens	Director	April 23, 2002
/s/ C. Roland Haden ----- C. Roland Haden	Director	April 23, 2002

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C. Roland Haden

Pursuant to the requirements of the Securities Act, the trustees (or other persons who administer the employee benefit plan) have duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Tempe, State of Arizona, on May 1, 2002.

Inter-Tel, Incorporated 1997 Employee Stock Purchase Plan

By: /s/ Kurt R. Kneip

Kurt R. Kneip
Plan administrator
May 1, 2002

INDEX TO EXHIBITS

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