

MAPINFO CORP
Form S-8 POS
February 15, 2002

As filed with the Securities and Exchange Commission on February 15, 2002

Registration No. 333-82808

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

MapInfo Corporation

(Exact Name of Registrant as Specified in Its Charter)

Delaware

06-1166630

(State or Other Jurisdiction of Incorporation or
Organization)

(I.R.S. Employer
Identification Number)

One Global View, Troy, New York

12180

(Address of Principal Executive Offices)

(Zip Code)

1993 STOCK INCENTIVE PLAN

(Full Title of the Plan)

William S. Gehrke, Esq.

Hale and Dorr LLP

60 State Street

Boston, Massachusetts 02109

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(Name and Address of Agent for Service)

(617) 526-6000

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

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, \$.002 par value per share	500,000 shares	\$9.08(1)	\$4,540,000(1)	\$417.68(2)

(1) Estimated solely for the purpose of calculating the registration fee, and based upon the average of the high and low prices of the Registrant's Common Stock as reported by the Nasdaq National Market on February 8, 2002 in accordance with Rules 457(c) and 457(h) of the Securities Act of 1933.

(2) Previously paid.

EXPLANATORY NOTE: This amendment is being filed solely to add signatures to the signature pages of the Form S-8 to which this amendment relates, which were inadvertently omitted from the original S-8 filing.

Statement of Incorporation by Reference

This Registration Statement on Form S-8 incorporates by reference the contents of the Registration Statement on Form S-8, File No. 333-4268, filed by MapInfo Corporation (the "Registrant") on May 1, 1996, as amended on November 6, 1997 by Post-Effective Amendment No. 1, relating to the Registrant's 1993 Stock Incentive Plan.

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 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 Troy, state of New York, on this 14th day of February, 2002.

MAPINFO
CORPORATION

By: /s/ D. Joseph
Gersuk

D. Joseph
Gersuk
Executive Vice

President, Treasurer
and
Chief Financial
Officer
(Principal
Financial and
Accounting Officer)

POWER OF ATTORNEY

We, the undersigned officers and directors of MapInfo Corporation, hereby severally constitute and appoint Mark P. Cattini, D. Joseph Gersuk and William S. Gehrke, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names, in the capacities indicated below, the Registration Statement on Form S-8 filed herewith, and any and all subsequent amendments to said Registration Statement, and generally to do all such things in our names and on our behalf and in our capacities as officers and directors to enable MapInfo Corporation to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said Registration Statement and any and all amendments thereto.

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.

Signature	Title	Date
<u>/s/ John C. Cavalier</u> John C. Cavalier	Chairman of the Board	February 14, 2002
<u>/s/ Mark P. Cattini</u> Mark P. Cattini	President, Chief Executive Officer and Director (Principal Executive Officer)	February 14, 2002
<u>/s/ D. Joseph Gersuk</u> D. Joseph Gersuk	Executive Vice President, Treasurer and Chief Financial Officer (Principal Financial and Accounting Officer)	February 14, 2002
<u>/s/ Laszlo C. Bardos</u> Laszlo C. Bardos	Director	February 14, 2002
<u>/s/ Joni Kahn</u> Joni Kahn	Director	February 14, 2002

/s/ George C. McNamee

Director

February 14, 2002

George C. McNamee

/s/ Quinn H. Tran

Director

February 14, 2002

Quinn H. Tran

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EXHIBIT INDEX

Exhibit
Number

- | | |
|----------|---|
| 4.1 (1) | Certificate of Incorporation of the Registrant |
| 4.1A (2) | Certificate of Amendment of Certificate of Incorporation, dated February 28, 2001 |
| 4.2 (2) | By-laws of the Registrant |
| 4.3 (2) | Specimen Stock Certificate of Common Stock of the Registrant |
| 5 (3) | Opinion of Hale and Dorr LLP |
| 23.1 (3) | Consent of Hale and Dorr LLP (included in Exhibit 5) |
| 23.2 | Consent of PricewaterhouseCoopers LLP |
| 24 (3) | Power of Attorney (included on the signature page of this Registration Statement) |

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1. Incorporated herein by reference from the exhibits to the Registrant's Form 8-K dated November 6, 1997.
 2. Incorporated herein by reference from the exhibits to the Registrant's Form S-8 filed with the Securities and Exchange Commission on March 9, 2001, File No. 333-56790.
 3. Previously filed.