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NETWORK PERIPHERALS INC
Form S-4MEF
August 21, 2001

As filed with the Securities and Exchange Commission on August 21, 2001.

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-4
REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933

NETWORK PERIPHERALS INC.
(Exact name of Registrant as specified in its charter)

Delaware	3576	77-0216135
(State or other jurisdiction of incorporation or organization)	(Primary Standard Industrial Classification Number)	(I.R.S. Employer Identification No.)

2859 Bayview Drive
Fremont, California 94538
Telephone: (510) 897-5000
(Address, including zip code, and telephone number, including area code, of
Registrant's principal executive offices)

James Regel
Chief Executive Officer
Network Peripherals Inc.
2859 Bayview Drive
Fremont, California 94538
Telephone: (510) 897-5000
(Name, address, including zip code, and telephone number, including area code,
of agent for service)

COPIES TO:

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(858) 677-1400

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New York, New York 10022-1170
(212) 753-7200

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the

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"Securities Act"), check the following box and list the Securities Act Registration Statement number of the earlier effective Registration Statement for the same offering. [X] Registration Statement No. 333-60780.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective Registration Statement for the same offering.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share(2)	Proposed Aggregate Price
Common Stock, par value \$0.001 per share.....	1,583,687	\$0.58	\$918,53

(1) Represents the number of additional shares of common stock of the Registrant which may be issued in connection with the merger of Empire Acquisition Corp., a wholly-owned subsidiary of Registrant, with and into FalconStor, Inc. as described in Registration Statement No. 333-60780, which was originally filed on May 11, 2001 and subsequently amended on June 22, 2001, July 16, 2001 and July 19, 2001. In connection with the filing of that Registration Statement, 29,732,912 shares of the Registrant's common stock were registered with the Securities and Exchange Commission and a fee of \$5,929.35 was paid.

(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(f)(2) under the Securities Act. The proposed maximum aggregate offering price is based on \$0.58, the book value of the common stock of FalconStor, Inc. as of July 31, 2001.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

EXPLANATORY NOTE

This Registration Statement is being filed by the Registrant pursuant to General Instruction K to Form S-4 and Rule 462(b) under the Securities Act of 1933, as amended, to register an additional 1,583,687 shares of the Registrant's common stock for issuance in connection with the merger of Empire Acquisition Corp., a wholly-owned subsidiary of Registrant, with and into FalconStor, Inc.

The Registrant previously registered a total of 29,732,912 shares of its common stock for issuance in connection with the merger by means of a currently effective Registration Statement on Form S-4 (Registration Statement No. 333-60780), which was originally filed with the Securities and Exchange Commission on May 11, 2001 and was amended on June 22, 2001, July 16, 2001 and July 19, 2001 (as amended, the "Prior Registration Statement"). The total number of shares of the Registrant to be issued pursuant to the merger shall be no more than 31,316,599.

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STATEMENT OF INCORPORATION BY REFERENCE

In accordance with General Instruction K to Form S-4 and because this Registration Statement registers additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, as amended, the contents of the Prior Registration Statement are incorporated herein by reference into this Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-4 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fremont, State of California, on the 21st day of August, 2001.

NETWORK PERIPHERALS INC.

By: /s/ James Williams

James Williams
Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Table with 2 columns: Signature and Title. Rows include James Regel (President, Chief Executive Officer and Director), James Williams (Senior Vice President of Finance and Administration, Secretary, Treasurer and Chief Financial Officer), Glenn Penisten (Chairman of the Board), Thomas Brown (Director), Michael Gardner (Director), and Charles Hart (Director).

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*By: /s/ James Williams

James Williams
Attorney-In-Fact

EXHIBIT INDEX

Exhibit Number	Description
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5.1	Legal opinion of Gray Cary Ware & Freidenrich LLP, counsel for Registrant
23.1	Consent of PricewaterhouseCoopers LLP
23.2	Consent of KPMG LLP
23.3	Consent of Gray Cary Ware & Freidenrich LLP (See Exhibit 5.1)
24.1*	Power of Attorney

* Incorporated by reference to Registration Statement on Form S-4 (File No. 333-60780).