

AEROSONIC CORP /DE/  
Form S-8  
April 20, 2012

As filed with the Securities and Exchange Commission on April 20, 2012  
Registration No. 333-\_\_\_\_\_

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

**FORM S-8**

**REGISTRATION STATEMENT**

**UNDER**

**THE SECURITIES ACT OF 1933**

**AEROSONIC CORPORATION**

(Exact name of registrant as specified in its charter)

|                                                                |                                      |
|----------------------------------------------------------------|--------------------------------------|
| Delaware                                                       | 74-1668471                           |
| (State or other jurisdiction<br>of incorporation organization) | (I.R.S. Employer Identification No.) |

1212 North Hercules Avenue  
Clearwater, Florida 33765  
(Address of principal executive offices) (Zip Code)

**AEROSONIC CORPORATION**

**2004 STOCK COMPENSATION PLAN**

(As Amended and Restated on July 26, 2007 and Further

Amended on July 13, 2009 and July 14, 2011)

(Full title of the plan)

**Douglas J. Hillman**

**President and Chief Executive Officer**

**Aerosonic Corporation**

**1212 North Hercules Avenue**

**Clearwater, Florida 33765**

**Phone: (727) 461-3000**

(Name, address and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act (Check One):

Large accelerated filer ☐ Accelerated filer ☐

Non-accelerated filer ☐ Smaller reporting company ☒

## CALCULATION OF REGISTRATION FEE

| Title of securities <sup>TM</sup><br>to be registered | Amount to be<br>registered (1) | Proposed<br>maximum<br>offering<br>price<br>per share<br>(2) | Proposed<br>maximum<br>aggregate<br>offering<br>price (2) | Amount of<br>registration<br>fee<br>(2) |
|-------------------------------------------------------|--------------------------------|--------------------------------------------------------------|-----------------------------------------------------------|-----------------------------------------|
| Common Stock, par value \$0.40 per share              | 200,000 shares                 | \$2.55                                                       | \$510,000                                                 | \$58.45                                 |

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Pursuant to Rule 416 under the Securities Act of 1933, as amended, this Registration Statement shall also cover  
(1) additional shares of Common Stock which may become issuable by reason of any stock splits, stock dividends, recapitalizations or other similar transactions effected without receipt of consideration.

Estimated solely for the purpose of computing the amount of the registration fee. Pursuant to Rule 457(c) and Rule  
(2) 457(h) under the Securities Act of 1933, as amended, the proposed maximum offering price per share and proposed maximum aggregate offering price are based on the average of the high and low prices for the Registrant's Common Stock reported on The NYSE Amex on April 16, 2012.

## **EXPLANATORY NOTE**

This Registration Statement on Form S-8 has been filed for the purpose of registering an additional 200,000 shares of the common stock, par value \$0.40 per share (the “Common Stock”), of Aerosonic Corporation (the “Company” or the “Registrant”) to be issued pursuant to the Aerosonic Corporation 2004 Stock Incentive Plan, as amended and restated on July 26, 2007, and as further amended on July 13, 2009 and July 14, 2011 (the “Plan”). The Company previously filed registration statements on Form S-8 on September 27, 2005 (File No. 333-128625), August 31, 2007 (File No. 333-145825) and July 16, 2009 (File No. 333-160619) to register an aggregate of 550,000 shares of the Common Stock to be issued under the Plan (collectively, the “Prior Registration Statements”).

## **INCORPORATION BY REFERENCE**

Pursuant to General Instruction E of Form S-8, the contents of the Prior Registration Statements are incorporated herein by reference.

## 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 Clearwater, State of Florida, on April 20, 2012.

### AEROSONIC CORPORATION

By: /s/ Douglas J. Hillman  
 Douglas J. Hillman  
 President and Chief Executive Officer

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

| Signature                                    | Title                                                                                                      | Date           |
|----------------------------------------------|------------------------------------------------------------------------------------------------------------|----------------|
| /s/ Douglas J. Hillman<br>Douglas J. Hillman | President, Chief Executive Officer<br>and Director<br>(principal executive officer)                        | April 20, 2012 |
| /s/ Kevin J. Purcell<br>Kevin J. Purcell     | Executive Vice President and<br>Chief Financial Officer<br>(principal financial and<br>accounting officer) | April 20, 2012 |
| /s/ P. Mark Perkins<br>P. Mark Perkins       | Executive Vice President and<br>Director                                                                   | April 20, 2012 |
| /s/ Roy Robinson<br>Roy Robinson             | Director                                                                                                   | April 20, 2012 |
| /s/ Donald Russell<br>Donald Russell         | Director                                                                                                   | April 20, 2012 |
| /s/ Thomas E. Whytas<br>Thomas E. Whytas     | Director                                                                                                   | April 20, 2012 |

**EXHIBIT INDEX**

| <b>EXHIBIT<br/>NUMBER</b> | <b>DESCRIPTION</b>                                                                                 |
|---------------------------|----------------------------------------------------------------------------------------------------|
| 4.1                       | Aerosonic Corporation 2004 Stock Incentive Plan, as amended.                                       |
| 5.1                       | Opinion of Hill, Ward & Henderson, P.A. regarding the legality of the securities being registered. |
| 23.1                      | Consent of Counsel (included in Exhibit 5.1).                                                      |
| 23.2                      | Independent Auditor's Consent                                                                      |