

LOGICVISION INC
Form S-8
March 12, 2003

As filed with the Securities and Exchange Commission on March 12, 2003.

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form S-8

REGISTRATION STATEMENT

Under

THE SECURITIES ACT OF 1933

LOGICVISION, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation of organization)

LogicVision, Inc.

101 Metro Drive, Third Floor

San Jose, California
(Address of Principal Executive Offices)

94-3166964
(I.R.S. Employer
Identification No.)

95110
(Zip Code)

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LOGICVISION, INC. 2000 STOCK INCENTIVE PLAN

(Full title of the plan)

VINOD K. AGARWAL

President and

Chief Executive Officer

LogicVision, Inc.

101 Metro Drive, Third Floor

San Jose, California 95110

(408) 453-0146
(Name, address and telephone number,
including area code, of agent for service)

Copy to:

STANTON D. WONG

Pillsbury Winthrop LLP

2550 Hanover Street

Palo Alto, California

94304-1115

(650) 233-4500

CALCULATION OF REGISTRATION FEE

Title of Securities	Amount To	Proposed	Proposed	Amount of
To Be Registered	Be Registered(1)	Maximum	Maximum	Registration Fee
To Be Registered	Be Registered(1)	Offering Price	Aggregate	Registration Fee
To Be Registered	Be Registered(1)	per Share(2)	Offering Price(2)	Registration Fee
Common Stock, \$0.0001 par value	400,000	\$1.48	\$592,000	\$48

(1) Calculated pursuant to General Instruction E to Form S-8.

(2) Pursuant to Rule 457(h)(1), the proposed maximum offering price per share and the registration fee has been computed on the basis of the average of the high and low prices of the Common Stock on the Nasdaq National Market on March 6, 2003.

The Registration Statement shall become effective upon filing in accordance with Rule 462 under the Securities Act of 1933.

INFORMATION REQUIRED PURSUANT
TO GENERAL INSTRUCTION E TO FORM S-8

General Instruction E Information

This Registration Statement is being filed for the purpose of increasing the number of securities of the same class as other securities for which a Registration Statement of the Registrant on Form S-8 relating to the same employee benefit plan is effective.

Registrant's Form S-8 Registration Statements filed with the Securities and Exchange Commission on November 30, 2001 (File No. 333-74336) and January 30, 2003 (File No. 333-81696) are hereby incorporated by reference.

Part II

Incorporation of Documents by Reference

The following documents previously filed by Registrant with the Commission are hereby incorporated by reference in this Registration Statement:

- (1) Registrant's Annual Report on Form 10-K (File No. 0-31773) for the year ended December 31, 2002.
- (2) Registrant's Current Report on Form 8-K (File No. 0-31773) filed with the Commission on February 27, 2003.
- (3) The description of Registrant's Common Stock contained in Registrant's registration statement on Form 8-A, filed October 13, 2000 pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended (the Exchange Act), including any amendment or report filed for the purpose of updating such description.

In addition, all documents subsequently filed by Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents.

EXHIBITS

Exhibit

<u>Number</u>	<u>Exhibit</u>
5.1	Opinion of Pillsbury Winthrop LLP.
23.1	Consent of PricewaterhouseCoopers LLP, Independent Accountants.
23.2	Consent of Pillsbury Winthrop LLP (included in Exhibit 5.1).
24.1	Power of Attorney (see page 2).

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 San Jose, State of California, on March 12, 2003.

LOGICVISION, INC.

By /s/ VINOD K.
 AGARWAL

Vinod K. Agarwal,

President and Chief
Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Vinod K. Agarwal and John H. Barnet, and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments, including post-effective amendments, to this Registration Statement, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission granting unto said attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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 date indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<p><u> /s/ NAVINDRA JAIN</u></p> <p>Navindra Jain</p>	<p>Chairman of the Board of Directors</p>	<p>March 12, 2003</p>
<p><u> /s/ VINOD K. AGARWAL</u></p> <p>Vinod K. Agarwal</p>	<p>Director, President and Chief Executive Officer</p> <p>(Principal Executive Officer)</p>	<p>March 12, 2003</p>
<p><u> /s/ JOHN H. BARNET</u></p> <p>John H. Barnet</p>	<p>Vice President of Finance and Chief Financial Officer</p> <p>(Principal Financial and Accounting Officer)</p>	<p>March 12, 2003</p>
<p><u> /s/ RICHARD C. BLACK</u></p>	<p>Director</p>	<p>March 12, 2003</p>

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Richard C. Black

/s/ D. JAMES GUZY

Director

March 12, 2003

D. James Guzy

/s/ JON D. TOMPKINS

Director

March 12, 2003

Jon D. Tompkins

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