MAGIC SOFTWARE ENTERPRISES LTD
Form S-8
March 06, 2006

As filed with the Securities and Exchange Commission on March   , 2006

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

_____

MAGIC SOFTWARE ENTERPRISES LTD.

(Exact name of registrant as specified in its charter)

Israel   **None**

(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

5 HaPlada Street, Or-Yehuda, Israel 60218

(Address of Principal Executive Offices) (Zip Code)

2000 EMPLOYEE STOCK OPTION PLAN, AS AMENDED

(Full title of the plan)

Magic Software Enterprises Inc.

Attn: Oren Inbar, Chief Executive Officer

23046 Avenida de la Carlota

Laguna Hills, CA 92653

(Name and address of agent for service)

(949) 250-1718

(Telephone number, including area code, of agent for service)

Copies to:

Steven J. Glusband, Esq.	Amit Birk Adv.
Carter, Ledyard & Milburn LLP	Magic Software Enterprises Ltd.
2 Wall Street	5 Haplada Street
New York, New York 10005	Or-Yehuda 60218, Israel
(212) 732-3200	972-3-538-9322

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

Ordinary Shares, par value NIS 0.1 per share	$1.66 (1)		
	600,000 shares	$996,000	$106.57 (2)

(1)

Calculated pursuant to Rule 457(h) and (c) on the basis of the average of the high and low prices ($1.71 and $1.61) of an ordinary share as quoted on the NASDAQ National Market System on March 1, 2006.

(2)

Calculated pursuant to Section 6(b) of the Securities Act of 1933 as follows: proposed maximum aggregate offering price multiplied by .000107.

This Registration Statement shall become effective immediately upon filing as provided in

Rule 462 under the Securities Act of 1933.

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EXPLANATORY NOTE

The purpose of this Registration Statements is to register additional 600,000 Ordinary Shares for issuance under the Registrant's 2000 Employee Stock Option Plan, as amended and restated. In accordance with General Instruction E of Form S-8, the contents of the Registrant's Registration Statement on Form S-8 (File No. 333-104377) filed with the Securities and Exchange Commission (the "Commission") on March 8, 2001, are incorporated herein by reference and the information required by Part II is omitted, except as supplemented by the information set forth below.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets 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 Or Yehuda, Israel on March 6, 2006.

MAGIC SOFTWARE ENTERPRISES LTD.

/s/ David Assia

By: _____

David Assia

Acting Chief Executive Officer

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POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints David Assia and Amit Birk, and each of them severally, his true and lawful attorney-in-fact, and agent each with power to act with or without the other, and with full power of substitution and resubstitution, to execute in the name of such person, in his capacity as a director or officer of Magic Software Enterprises Ltd., any and all amendments to this Registration Statement on Form S-8 and all instruments necessary or incidental in connec−tion therewith, and to file the same with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or their substitutes, may 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 on March 6, 2006, by the following persons in the capacities indicated.

Signature	**Title**
/s/ David Assia	Chairman of the Board of Directors and Director and Acting Chief Executive Officer
David Assia	
/s/ Ziv Zviel	Acting Chief Financial Officer
Ziv Zviel	

/s/ Dan Goldstein	Director

Dan Goldstein

/s/ Gad Goldstein	Director

Gad Goldstein

/s/ Naamit Salomon	Director

Naamit Salomon

/s/ Yehezkel Zeira	Director

Yehezkel Zeira

/s/ Elan Penn	Outside Director

Elan Penn

/s/ Yigal Bar-Yossef	Outside Director

Yigal Bar-Yossef

Magic Software Enterprises Inc.	Authorized Representative in the
	United States

/s/ Oren Inbar

Oren Inbar

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EXHIBIT INDEX

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5	Opinion of Amit Birk, Adv.	
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23.1	Consent of Amit Birk, Adv. (included in Exhibit (5))	
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23.2	Consent of Kost Forer, Gabbay & Kasierer	
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23.3	Consent of Levy Cohen & Co. Chartered Accountants	
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23.4	Consent of ASG Audit Corporation, a Member of Grant Thornton International	
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23.5	Consent of Mock & Partners International, Register Accountants	
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24	Power of Attorney (included as part of this Registration Statement)	

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