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TAG IT PACIFIC INC  
Form S-8  
October 21, 2003

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

TAG-IT PACIFIC, INC.  
(Exact Name of Registrant as Specified in Its Charter)

DELAWARE  
(State or Other Jurisdiction of  
Incorporation or Organization)

95-4654481  
(I.R.S. Employer  
Identification No.)

21900 BURBANK BOULEVARD, SUITE 270  
WOODLAND HILLS, CALIFORNIA  
(Address of Principal Executive Offices)

91367  
(Zip Code)

TAG-IT PACIFIC, INC. AMENDED AND RESTATED 1997 STOCK PLAN  
(Full Title of the Plan)

COLIN DYNE  
CHIEF EXECUTIVE OFFICER  
TAG-IT PACIFIC, INC.  
21900 BURBANK BOULEVARD, SUITE 270  
WOODLAND HILLS, CALIFORNIA 91367  
(Name and Address of Agent for Service)

(818) 444-4100  
(Telephone Number, Including Area Code, of Agent for Service)

Copies to:  
JOHN MCILVERY, ESQ.  
STUBBS ALDERTON & MARKILES, LLP  
15821 VENTURA BOULEVARD, SUITE 525  
ENCINO, CA 91436

CALCULATION OF REGISTRATION FEE

| Title of Each Class<br>of Securities<br>To Be Registered | Amount To Be<br>Registered (1) | Proposed<br>Maximum<br>Offering<br>Price Per<br>Share (2) | Proposed<br>Maximum<br>Aggregate<br>Offering<br>Price | Amount Of<br>Registration<br>Fee |
|--|--------------------------------|---|---|----------------------------------|
| Common Stock   | 300,000                        | \$4.725   | \$1,417,500   | \$115                            |

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, this Registration Statement also covers such additional shares of the Common Stock as may become issuable pursuant to the anti-dilution provisions of the Amended and Restated 1997 Stock Plan. In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this registration statement also covers an indeterminate amount of securities to be offered or sold

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- (2) pursuant to the Amended and Restated 1997 Stock Plan. Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(h)(1) under the Securities Act of 1933, as amended, and based upon the average of the high and low prices of the Common Stock on the American Stock Exchange on October 20, 2003.

PURSUANT TO GENERAL INSTRUCTION E OF FORM S-8 ("REGISTRATION OF ADDITIONAL SECURITIES"), THE REGISTRANT HEREBY MAKES THE FOLLOWING STATEMENT:

On April 16, 1998, Tag-It Pacific, Inc. (the "Registrant") filed with the Securities and Exchange Commission a Registration Statement on Form S-8 (Registration No. 333-50267) (the "Prior Registration Statement") relating to shares of Common Stock to be issued pursuant to the Tag-It Pacific, Inc. 1997 Stock Plan, as amended (the "Plan"). The Prior Registration Statement is currently effective. This Registration Statement relates to securities (a) of the same class as those to which the Prior Registration Statement relates and (b) to be issued pursuant to the Plan. The contents of the Prior Registration Statement are incorporated herein by reference.

THE FOLLOWING EXHIBITS ARE FILED AS PART OF THIS REGISTRATION STATEMENT:

- 5.1 Opinion of Stubbs Alderton & Markiles, LLP.
- 23.1 Consent of BDO Seidman, LLP
- 23.2 Consent of Stubbs Alderton & Markiles, LLP (included in Exhibit 5.1).
- 24.1 Power of Attorney (included as part of the Signature Page of 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-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Woodland Hills, State of California, on this 21st day of October, 2003.

TAG-IT PACIFIC, INC.  
(Registrant)

By: /s/ Ronda Sallmen  
-----  
Ronda Sallmen  
Chief Financial Officer

POWER OF ATTORNEY

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Each person whose signature appears below constitutes and appoints Colin Dyne and Ronda Sallmen, and each of them, as his or her true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments) to this Registration Statement and to file a new registration statement under Rule 461 or Instruction E of Form S-8 of the Securities Act of 1933, as amended, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the foregoing, 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 either of them, or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities and on the date indicated.

| Signature<br>-----                                  | Title<br>-----                               | Date<br>----     |
|---|--|------------------|
| /s/ Mark Dyne<br>-----<br>Mark Dyne                 | Chairman of the Board of<br>Directors        | October 21, 2003 |
| /s/ Colin Dyne<br>-----<br>Colin Dyne               | Chief Executive Officer<br>and Director      | October 21, 2003 |
| /s/ Ronda Sallmen<br>-----<br>Ronda Sallmen         | Chief Financial Officer                      | October 21, 2003 |
| -----<br>Kevin Bermeister                           | Director                                     |                  |
| /s/ Michael Katz<br>-----<br>Michael Katz           | Director                                     | October 21, 2003 |
| /s/ Jonathan Burstein<br>-----<br>Jonathan Burstein | Director and Vice President<br>of Operations | October 21, 2003 |
| /s/ Brent Cohen<br>-----<br>Brent Cohen             | Director                                     | October 21, 2003 |
| /s/ Donna Armstrong<br>-----<br>Donna Armstrong     | Director                                     | October 21, 2003 |

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EXHIBIT INDEX

| Exhibit No.<br>----- | Exhibit Description<br>-----   |
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