

DIAMOND HILL INVESTMENT GROUP INC

Form S-8

August 12, 2005

As filed with the Securities and Exchange Commission on August 12, 2005.

Registration No. 333-\_\_\_\_\_

---

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

---

**FORM S-8**  
**REGISTRATION STATEMENT**

*Under*  
*The Securities Act of 1933*

---

**DIAMOND HILL INVESTMENT GROUP, INC.**

(Exact name of Registrant as specified in its charter)

---

**Ohio**  
(State of incorporation)

**65-0190407**  
(I.R.S. Employer Identification No.)

(Address, including zip code, of Registrant's principal executive offices)

**2005 EMPLOYEE AND DIRECTOR EQUITY INCENTIVE PLAN**

(Full title of the Plan)

---

**R. H. Dillon**

**Chief Executive Officer**

**Diamond Hill Investment Group, Inc.**

**375 North Front Street, Suite 300**

**Columbus, Ohio 43215**

**(614) 255-3333**

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

---

**CALCULATION OF REGISTRATION FEE**

| Title of Securities<br>to be Registered                                                           | Amount to be<br>Registered (1) | Proposed Maximum               | Proposed Maximum            | Amount of           |
|---------------------------------------------------------------------------------------------------|--------------------------------|--------------------------------|-----------------------------|---------------------|
|                                                                                                   |                                | Offering Price<br>Per Share(2) | Aggregate Offering<br>Price | Registration<br>Fee |
| Common Stock, no par value issuable under the<br>2005 Employee and Director Equity Incentive Plan | 500,000                        | \$18.00                        | \$9,000,000.00              | \$1,059.30          |
| <b>TOTAL</b>                                                                                      | <b>500,000</b>                 | <b>\$18.00</b>                 | <b>\$9,000,000.00</b>       | <b>\$1,059.30</b>   |

- 
- (1) This Registration Statement shall also cover any additional shares of Common Stock which become issuable under the Plan being registered pursuant to this Registration Statement by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of the Registrant's outstanding shares of Common Stock.
- (2) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the filing fee on the basis of \$18.00 per share, which represents the average of the high and the low prices of the Registrant's Common Stock reported on the NASDAQ Small Cap Market on August 8, 2005.
-

**PINNACLE DATA SYSTEMS, INC.**

**REGISTRATION STATEMENT ON FORM S-8**

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

There are hereby incorporated by reference in this Registration Statement the following documents and information heretofore filed with the Securities and Exchange Commission (the "Commission"):

- (a) The Registrant's Annual Report on Form 10-KSB for the fiscal year ended December 31, 2004, filed with the Commission on March 30, 2005;
- (b) The Registrant's Current Reports on Form 8-K filed with the Commission on January 24, 2005, February 2, 2005, March 1, 2005, March 30, 2005, April 4, 2005, May 2, 2005, May 13, 2005, May 16, 2005, June 1, 2005, July 6, 2005, and August 1, 2005;
- (c) The Registrant's Quarterly Report on Form 10-QSB for the quarter ended March 31, 2005 filed with the Commission on May 16, 2005 and the quarter ended June 30, 2005 filed with the Commission on August 12, 2005; and
- (d) The description of the Registrant's Common Stock contained in the Registrant's Registration Statement on Form SB-2, as filed with the Commission on March 24, 1994 and any amendment or report subsequently filed by the Registrant for the purpose of updating that description.

In addition, any document filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act subsequent to the date hereof, but prior to the filing of a post-effective amendment to this Registration Statement which indicates that all shares of the Registrant's Common Stock registered hereunder have been sold or that deregisters all such shares of Common Stock then remaining unsold, will be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents. Any statement contained herein or in a document, all or a portion of which is incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or amended, to constitute a part of this Registration Statement.

**Item 4. Description of Securities.**

Not applicable.

**Item 5. Interests of Named Experts and Counsel.**

Not applicable.

**Item 6. Indemnification of Directors and Officers.**

Section 1701.13(E) of the Ohio Revised Code sets forth conditions and limitations governing the indemnification of officers, directors, and other persons.

Article 5 of the Registrant's Code of Regulations contains certain indemnification provisions adopted pursuant to authority contained in Section 1701.13(E) of the Ohio Revised Code. The Registrant's Code of Regulations provides for the indemnification of its officers and directors who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (including, without limitation, any action threatened or instituted by or in the right of the Registrant), by reason of the fact that he or she is or was a director, officer, employee, agent or volunteer of the Registrant, or is or was serving at the request of the Registrant as a director, trustee, officer, employee, member, manager, agent or volunteer of another corporation (domestic or foreign, nonprofit or for profit), limited liability company, partnership, joint venture, trust, or other enterprise, against all expenses (including attorneys fees) with respect to any judgments, fines, and amounts paid in settlement actually incurred in connection with the foregoing. Indemnification by the Registrant shall be made only upon a determination that such is proper in the circumstances because the officer or director has met the applicable standard of conduct set forth in the Code of Regulations. Such determination may be made only (a) by a majority vote of a quorum consisting of the disinterested directors of the Registrant, or (b) if such a quorum is not obtainable or if a majority of a quorum of disinterested directors so directs, in a written opinion by independent legal counsel, or (c) by the shareholders, or (d) by the Court of Common Pleas of Franklin County, Ohio or the court in which such action, suit or proceeding was brought. Expenses, including attorneys' fees, incurred in defending any action, suit, or proceeding, may be paid by the Registrant in advance of the final disposition of such action, suit, or proceeding, upon receipt of an undertaking by the indemnified person to repay such amount in the event that indemnification

The Company maintains directors and officers liability insurance.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

**Exhibit**

| <b>Number</b> | <b>Description</b>                                                                                                                                                                             |
|---------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 4.1           | Amended and Restated Articles of Incorporation (filed with the Commission on May 8, 2002 as Exhibit 3(A) to the Registrant's Current Report on Form 8-K and incorporated herein by reference). |
| 4.2           | Code of Regulations (filed with the Commission on May 8, 2002 as Exhibit 3(B) to the Registrant's Current Report on Form 8-K and incorporated herein by reference).                            |
| 5.1           | Opinion of Counsel as to legality of securities being registered.                                                                                                                              |
| 23.1          | Consent of Independent Auditors.                                                                                                                                                               |
| 23.2          | Consent of Counsel (contained in Exhibit 5.1).                                                                                                                                                 |
| 24.1          | Power of Attorney (see Page II-6 of Registration Statement).                                                                                                                                   |

99.1 2005 Employee and Director Equity Incentive Plan

II-3

**Item 9. Undertakings.**

The undersigned Registrant hereby undertakes:

- (1) To file, during any period in which it offers or sells securities, a post-effective amendment to this Registration Statement to include any additional or changed material information on the plan of distribution.
- (2) That, for determining liability under the Securities Act, treat each post-effective amendment as a new registration statement of the securities offered, and the offering of the securities at that time to be the initial bona fide offering.
- (3) To file a post-effective amendment to remove from registration any of the securities that remain unsold at the end of the offering.

**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 Columbus, State of Ohio, on August 12, 2005.

**DIAMOND HILL INVESTMENT GROUP, INC.**

By: /s/ R.H. Dillon

\_\_\_\_\_  
R. H. Dillon, President and Chief Executive Officer  
(Principal Executive Officer)

By: /s/ James F. Laird

\_\_\_\_\_  
James F. Laird, Jr., Chief Financial Officer  
(Principal Financial and Accounting Officer)

---

**POWER OF ATTORNEY**

Each person whose signature appears below hereby constitutes and appoints each of R. H. Dillon and James F. Laird, Jr., his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for such person and in his or her name, place and stead, in any and all capacities, in connection with this Registration Statement, including to sign and file in the name and on behalf of the undersigned as director or officer of the Registrant (i) any and all amendments or supplements (including any and all stickers and post-effective amendments) to this Registration Statement, with all exhibits thereto, and other documents in connection therewith, and (ii) any and all additional registration statements, and any and all amendments thereto, relating to the same offering of securities as those that are covered by this Registration Statement that are filed pursuant to Rule 462(b) under the Securities Act, with the Securities and Exchange Commission and any applicable securities exchange or securities self-regulatory body, granting unto said attorney-in-fact and agent, full power and authority to do and perform each and every act and things requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his or her 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 on August 12, 2005 in the capacities indicated:

| <u>Signature</u>                                              | <u>Title</u>                                    |
|---------------------------------------------------------------|-------------------------------------------------|
| /s/ R. H. Dillon<br>_____<br>(R. H. Dillon)                   | Director, President and Chief Executive Officer |
| /s/ David P. Lauer<br>_____<br>(David P. Lauer)               | Director                                        |
| /s/ Dr. James G. Mathias<br>_____<br>(Dr. James G. Mathias)   | Director                                        |
| /s/ Diane D. Reynolds<br>_____<br>(Diane D. Reynolds)         | Director                                        |
| /s/ David R. Meuse<br>_____<br>(David R. Meuse)               | Director                                        |
| /s/ Donald B. Shackelford<br>_____<br>(Donald B. Shackelford) | Director                                        |

**Index to Exhibits**

**Exhibit**

| <b>Number</b> | <b>Description</b>                                                                                                                                                                             |
|---------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 4.1           | Amended and Restated Articles of Incorporation (filed with the Commission on May 8, 2002 as Exhibit 3(A) to the Registrant's Current Report on Form 8-K and incorporated herein by reference). |
| 4.2           | Code of Regulations (filed with the Commission on May 8, 2002 as Exhibit 3(B) to the Registrant's Current Report on Form 8-K and incorporated herein by reference).                            |
| 5.1           | Opinion of Counsel as to legality of securities being registered.                                                                                                                              |
| 23.1          | Consent of Independent Auditors.                                                                                                                                                               |
| 23.2          | Consent of Counsel (contained in Exhibit 5.1).                                                                                                                                                 |
| 24.1          | Power of Attorney (see Page II-6 of Registration Statement).                                                                                                                                   |
| 99.1          | 2005 Employee and Director Equity Incentive Plan                                                                                                                                               |