

ELECTRONICS FOR IMAGING INC
Form S-8
January 11, 2006

As filed with the Securities and Exchange Commission on January 11, 2006

Registration No. 333-_____

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

Under

The Securities Act of 1933

ELECTRONICS FOR IMAGING, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State of Incorporation)

94-3086355
(I.R.S. Employer Identification No.)

303 Velocity Way

Foster City, California 94404-4803

(Address of principal executive offices)

ELECTRONICS FOR IMAGING, INC.

AMENDED 2000 EMPLOYEE STOCK PURCHASE PLAN

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(Full Title of the Plan)

Joseph Cutts

Chief Financial Officer

Electronics For Imaging, Inc.

303 Velocity Way

Foster City, California 94404-4803

(650) 357-3500

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

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
Common Stock, par value \$0.01 per share	281,227 shares(1)	\$ 24.02(2)	\$ 6,755,073(2)	\$ 723

- (1) Represents shares reserved for issuance under the Registrant's Amended 2000 Employee Stock Purchase Plan and any additional shares that may become issuable under the plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the Registrant's receipt of consideration which results in an increase in the number of outstanding shares of the Registrant's Common Stock.
- (2) Estimated in accordance with Rules 457(c) and (h) under the Securities Act of 1933, as amended, solely for the purpose of calculating the registration fee. The computation is based upon the average of the high and low prices of the Common Stock as reported on the Nasdaq National Market on January 4, 2006 and multiplied by 85%, which is the percentage of the price per share applicable to purchases under the Amended 2000 Employee Stock Purchase Plan.
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REGISTRATION OF ADDITIONAL SHARES

PURSUANT TO GENERAL INSTRUCTION E

This Registration Statement is filed by the Registrant to register 281,227 additional shares reserved for issuance under its Amended 2000 Employee Stock Purchase Plan. This Registration Statement on Form S-8 hereby incorporates by reference the contents of the following of the Registrant's registration statements on Form S-8 filed with the Securities and Exchange Commission (the Commission): File Nos. 333-113629, 333-106422, 333-40930 and 333-125081.

Item 8. Exhibits

Exhibit

Number Exhibit

- | | |
|-------|---|
| 4.1 | 2000 Employee Stock Purchase Plan as amended (1) |
| 5.1* | Opinion and consent of James Etheridge, General Counsel of the Registrant. |
| 23.1* | Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm. |
| 23.2* | Consent of James Etheridge, General Counsel of the Registrant (included in Exhibit 5.1 to this registration statement). |
| 24* | Power of Attorney (included in this Registration Statement under Signatures). |
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* Filed herewith.

- (1) Filed as an exhibit to the Registrant's Registration Statement on Form S-8 on June 24, 2003 (Commission File No. 333-106422) and incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act, 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 Foster City, State of California on January 11, 2006.

ELECTRONICS FOR IMAGING, INC.

By: /s/ Joseph Cutts

Name: Joseph Cutts
Title: Chief Financial Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Guy Gecht and Joseph Cutts and each or any one of them, acting individually and without the other, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her 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 all exhibits thereto, and other documents in connection therewith, with the 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 connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them, or their or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

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

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u> /s/ Guy Gecht </u>	Chief Executive Officer and	January 11, 2006
Guy Gecht	Director (Principal Executive Officer)	
<u> /s/ Joseph Cutts </u>	Chief Financial Officer,	January 11, 2006
Joseph Cutts	Chief Operating Officer and Chief Accounting Officer (Principal Financial and Accounting Officer)	
<u> /s/ James S. Greene </u>	Director	January 11, 2006
James S. Greene		

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/s/ Dan Maydan	Director	January 11, 2006
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Dan Maydan		
/s/ Fred Rosenzweig	Director	January 11, 2006
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Fred Rosenzweig		
/s/ Thomas I. Unterberg	Director	January 11, 2006
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Thomas I. Unterberg		
/s/ Gill Cogan	Director	January 11, 2006
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Gill Cogan		
/s/ Jean-Louis Gassée	Director	January 11, 2006
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Jean-Louis Gassée		
/s/ Christopher B. Paisley	Director	January 11, 2006
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Christopher B. Paisley		

Exhibit Index

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