

ELECTRONICS FOR IMAGING INC
Form S-8
December 20, 2007

As filed with the Securities and Exchange Commission on December 19, 2007

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, CA 94404

(Address of Principal Executive Offices including Zip Code)

2007 EQUITY INCENTIVE AWARD PLAN

(Full Title of the Plan)

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John Ritchie

Copy to:

Chief Financial Officer

Robert A. Koenig, Esq.

Electronics For Imaging, Inc.

Latham & Watkins LLP

303 Velocity Way

140 Scott Drive

Foster City, CA 94404

Menlo Park, California 94025

(650) 357-3500

(650) 328-4600

(Name, Address, Including Zip Code, and Telephone Number,

Including Area Code for Agent for Service)

CALCULATION OF REGISTRATION FEE

	Proposed	Maximum		
	Amount	Maximum	Amount of	Amount of
	to be	Offering Price	Aggregate	Registration
Title of Securities to be Registered(1)	Registered(2)	Per Share	Offering Price	Fee
Common Stock, \$0.01 par value per share, issuable under the Electronics For Imaging, Inc. 2007 Equity Incentive Award Plan	3,300,000(3)	\$22.28(4)	\$73,524,000(4)	\$2,258

- (1) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan described herein.
- (2) This Registration Statement shall also cover any additional shares of common stock which become issuable under the 2007 Equity Incentive Award Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration, which results in an increase in the number of outstanding shares of the Registrant's common stock.
- (3) Represents 3,300,000 shares available for future grants under the 2007 Equity Incentive Award Plan.
- (4) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act of 1933 for the 3,300,000 shares registered hereunder (based on the average of the high (\$22.54) and low (\$22.02) prices for the Registrant's Common Stock reported by the Nasdaq Global Select Market on December 14, 2007).

PART I

INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

The information called for in Part I of Form S-8 is not being filed with or included in this Form S-8 (by incorporation by reference or otherwise) in accordance with the rules and regulations of the Commission.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents, which were filed with the Commission, are incorporated herein by reference:

- (a) The Registrant's Annual Report on Form 10-K for the year ended December 31, 2006 filed October 19, 2007, including all material incorporated by reference therein;
- (b) The Registrant's Quarterly Reports on Form 10-Q for the quarter ended March 31, 2007 filed October 22, 2007, the quarter ended June 30, 2007 filed October 22, 2007, and the quarter ended September 30, 2007 filed November 9, 2007, including all material incorporated by reference therein;
- (c) The Registrant's Current Reports on Form 8-K filed March 2, 2007, March 13, 2007, April 9, 2007, April 23, 2007, May 7, 2007, May 18, 2007, May 22, 2007, June 29, 2007, August 17, 2007, August 28, 2007, November 2, 2007, November 13, 2007, and November 15, 2007 including all material incorporated by reference therein;
- (d) The Registrant's Current Report on Form 8-K/A filed October 19, 2007 (amending Registrant's Current Report on Form 8-K filed on November 3, 2006); and
- (e) The description of the Registrant's common stock contained in the Registration Statement on Form 8-A (File No. 000-18805) filed August 28, 1992 under Section 12(g) of the Securities Exchange Act of 1934, as amended (the Exchange Act), including all material incorporated by reference therein and any subsequently filed amendments and reports updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part of this Registration Statement from the date of the filing of such documents. Any statement contained in a document 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 in this Registration Statement, or in any other subsequently filed document which also is or is deemed to be incorporated by reference in this Registration Statement, modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities

Not applicable.

Item 5. Interests of Named Experts and Counsel

James Etheridge is a Vice President and is the General Counsel of the Registrant. Mr. Etheridge receives compensation (including stock options and rights to purchase shares of the Registrant's Common Stock under the Registrant's employee stock purchase plan) in the ordinary course of business.

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Item 6. Indemnification of Directors and Officers

Under Section 145 of the General Corporation Law of the State of Delaware, the Registrant has broad powers to indemnify its directors and officers against liabilities they may incur in such capacities, including liabilities under the Securities Act. The Registrant's Amended and Restated Certificate of Incorporation requires the Registrant to indemnify its directors and officers to the fullest extent permitted by Delaware law. The Registrant's By-laws as amended require the Registrant to indemnify any persons by reason of the fact that he or she is or was a director, officer, employee or agent of the Registrant, or is or was serving at the request of the Registrant, against expenses (including attorneys fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Registrant and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful; provided that if an action or suit is by or in the right of the Registrant against such director, officer, employee or agent of the Registrant and such person is adjudged to be liable to the Registrant then the Registrant shall only indemnify such person to the extent that the court in which such action or suit is brought shall have determined that such person is fairly and reasonably entitled to indemnity for such expenses as the court deems proper.

The Registrant has entered into indemnity agreements with each of its directors and executive officers. Such indemnity agreements contain provisions which are in some respects broader than the specific indemnification provisions contained in Delaware law. The Registrant currently carries directors and officers liability insurance, which may insure against officer or director liability arising under the 1933 Act.

Item 7. Exemption from Registration Claimed

Not Applicable.

Item 8. Exhibits

See the Exhibit Index.

Item 9. Undertakings

The undersigned Registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
 - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective Registration Statement; and
 - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (i) and (ii) do not apply if the Registration Statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

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 Foster City, State of California, on this 19th day of December, 2007.

Electronics For Imaging, Inc.

By: /s/ John Ritchie
 John Ritchie
 Chief Financial Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Guy Gecht and John Ritchie, and each or any of them, his true and lawful attorney-in-fact and agent, 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) 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 premises, 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 any of them, or their or his substitute or substitutes, 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.

Signature	Title	Date
/s/ Guy Gecht	Chief Executive Officer and Director (Principal Executive Officer)	December 19, 2007
Guy Gecht		
/s/ Fred Rosenzweig	President and Director	December 19, 2007
Fred Rosenzweig		
/s/ John Ritchie	Chief Financial Officer (Principal Financial and Accounting Officer)	December 19, 2007
John Ritchie		
/s/ Gill Cogan	Director	December 19, 2007
Gill Cogan		
/s/ James S. Greene	Director	December 18, 2007
James S. Greene		
/s/ Dan Maydan	Director	December 14, 2007
Dan Maydan		

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/s/ Christopher Paisley

Director

December 19, 2007

Christopher Paisley

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INDEX TO EXHIBITS

**Exhibit
Number**

- 4.1 Electronics For Imaging, Inc. 2007 Equity Incentive Award Plan (filed as Appendix B to the Registrant's Proxy Statement filed with the Commission pursuant to Section 14(a) of the Exchange Act on November 14, 2007 (File No. 000-18805) and incorporated herein by reference)
- 4.2 Electronics For Imaging, Inc. Amended and Restated Certificate of Incorporation (filed as an exhibit to the Registrant's Registration Statement on Form S-1 (File No. 33-57382) and incorporated herein by reference)
- 4.3 Electronics For Imaging, Inc. By-laws as amended (filed as an exhibit to the Registrant's Registration Statement on Form S-1 (File No. 33-50966) and incorporated herein by reference)
- 5.1 Opinion and Consent of James Etheridge, General Counsel of the Registrant
- 23.1 Consent of PricewaterhouseCoopers LLP (San Jose, California), Independent Registered Public Accounting Firm
- 23.2 Consent of PricewaterhouseCoopers LLP (Detroit, Michigan), Independent Registered Public Accounting Firm
- 23.3 Consent of James Etheridge, General Counsel of the Registrant (included in Exhibit 5.1)
- 24.1 Power of Attorney (included on signature page of this Registration Statement)
- 99.1 Electronics For Imaging, Inc. 2007 Equity Incentive Award Plan, Stock Option Grant Notice and Stock Option Agreement
- 99.2 Electronics For Imaging, Inc. 2007 Equity Incentive Award Plan, Restricted Stock Award Grant Notice and Restricted Stock Award Agreement
- 99.3 Electronics For Imaging, Inc. 2007 Equity Incentive Award Plan, Restricted Stock Unit Award Grant Notice and Restricted Stock Unit Award Agreement