

ELECTRONICS FOR IMAGING INC

Form S-8

June 16, 2004

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As filed with the Securities and Exchange Commission on June 16, 2004

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

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

303 Velocity Way  
Foster City, California 94404-4803  
(Address of principal executive offices)

Electronic For Imaging, Inc. 2004 Equity Incentive 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**

<b>Title of Each Class of Securities to be Registered</b>	<b>Amount to be Registered (1)</b>	<b>Proposed Maximum Offering Price Per Share (2)</b>	<b>Proposed Maximum Aggregate Offering Price (2)</b>	<b>Amount of Registration Fee</b>
Electronics for Imaging, Inc. 2004 Equity Incentive	3,750,000 shares	\$ 27.28	\$ 102,300,000	\$ 12,961.41

Plan

(1) This Registration Statement shall also cover any additional shares of Common Stock which become issuable under the Electronics for Imaging, Inc. 2004 Equity Incentive 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 Registrant's Common Stock.

(2) Calculated solely for the purpose of this offering under Rule 457(c) and 457(h) of the Securities Act of 1933, as amended (the Securities Act), on the average of the high and low stock price on June 14, 2004.

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

The following documents filed by Electronics for Imaging, Inc. (the Registrant ) with the Securities and Exchange Commission (the Commission ) are incorporated by reference into this Registration Statement:

(a) The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2003 filed with the SEC on March 15, 2004 (File No. 000-18805);

(b) The Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2004 filed with the SEC on May 10, 2004 (File No. 000-18805);

(c) The Registrant's Registration Statement on Form 8-A (File No. 000-18805);

(d) The consolidated financial statements of Printcafe Software, Inc. as of December 31, 2002 and 2001, and for each of the three years in the period ended December 31, 2002, located on pages F-12 to F-44 of Amendment No. 3 to our Registration Statement on Form S-4 (File No. 333-103954) filed on August 22, 2003; and

(e) The unaudited condensed consolidated financial statements of Printcafe Software, Inc. as of September 30, 2003 and for the three and nine months ended September 30, 2003 and 2002, located on Exhibit 99.1 to the Amended Quarterly Report on Form 10-Q for the quarter ended September 30, 2003, filed on January 16, 2004.

All reports and definitive proxy or information statements filed pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, 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 de-registers all securities then remaining unsold shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of 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 herein or in any subsequently filed document which also 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 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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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 Amended and Restated Bylaws 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.

**Item 7. Exemption From Registration Claimed**

Not applicable.

**Item 8. Exhibits**

<b>Exhibit Number</b>	<b>Exhibit</b>
4.1	Amended and Restated Certificate of Incorporation of the Registrant. (1)
4.2	Bylaws of the Registrant, as amended. (2)
4.3	Indenture dated as of June 4, 2003 between the Company and U.S. Bank National Association, as Trustee, relating to convertible senior debentures due 2023. (3)
4.4	Registration Rights Agreement, dated as of June 4, 2003, among the Company, UBS Warburg LLC, C.E. Unterberg Towbin and Morgan Stanley Incorporated. (3)
5*	Opinion and consent of James Etheridge, General Counsel of the Registrant.

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<b>Exhibit Number</b>	<b>Exhibit</b>
23.1*	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.
23.2*	Consent of James Etheridge is contained in Exhibit 5.
23.3*	Consent of Ernst & Young LLP.
24*	Power of Attorney is contained on the signature pages.
99.1*	Electronics for Imaging, Inc. 2004 Equity Incentive Plan

\* Filed herewith.

- (1) Filed as an exhibit to the Registrant's Registration Statement on Form S-1 (File No. 33-57382) and incorporated herein by reference.
- (2) Filed as an exhibit to the Registrant's Registration Statement on Form S-1 (File No. 33-50966) and incorporated herein by reference.
- (3) Filed as an exhibit to the Company's Quarterly Report on Form 10Q for the quarter ended June 30, 2003 (File No. 000-18805) and incorporated herein by reference.

**Item 9. Undertakings**

1. The undersigned registrant hereby undertakes:

- (a) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement, 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.
- (b) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (c) 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.

2. The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to

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Section 15(d) of the Securities Act) 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.

3. Insofar as indemnification for liabilities arising under the Securities Act 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 Commission such indemnification is against public policy as expressed in the Securities 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 Securities Act and will be governed by the final adjudication of such issue.

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**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 June 16, 2004.

ELECTRONICS FOR IMAGING, INC.

By: /s/ Joseph Cutts

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Name: Joseph Cutts  
Title: Chief Financial Officer

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Guy Gecht and Joseph Cutts and each or any one 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) 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 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.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<u>/s/ Guy Gecht</u> Guy Gecht	Chief Executive Officer and Director	June 16, 2004
<u>/s/ Joseph Cutts</u> Joseph Cutts	Chief Operating Officer, Chief Financial Officer and Chief Accounting Officer	June 16, 2004
<u>/s/ Fred Rosenzweig</u> Fred Rosenzweig	President and Director	June 16, 2004

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<b>Signature</b>	<b>Title</b>	<b>Date</b>
<u>/s/ Gill Cogan</u> Gill Cogan	Director	June 16, 2004
<u>/s/ Jean Louis Gasseé</u> Jean Louis Gasseé	Director	June 16, 2004
<u>/s/ James S. Greene</u> James S. Greene	Director	June 16, 2004
<u>/s/ Dan Maydan</u> Dan Maydan	Director	June 16, 2004
<u>/s/ David Peterschmidt</u> David Peterschmidt	Director	June 16, 2004
<u>/s/ Thomas I. Unterberg</u> Thomas I. Unterberg	Director	June 16, 2004

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