

IPASS INC  
Form S-8  
March 07, 2012

As filed with the Securities and Exchange Commission on March 7, 2012

Registration No. 333-

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

Washington, D.C. 20549

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

*UNDER*

*THE SECURITIES ACT OF 1933*

**iPass Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of Incorporation)

**3800 Bridge Parkway**  
**Redwood Shores, CA 94065**

**93-1214598**  
(I.R.S. Employer Identification No.)

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(650) 232-4100

(Address of Principal Executive Offices, including Zip Code)

**2003 Equity Incentive Plan**

**2003 Non-Employee Directors Plan**

**2003 Employee Stock Purchase Plan**

(Full title of the plans)

**Evan L. Kaplan**

**President and Chief Executive Officer**

**iPass Inc.**

**3800 Bridge Parkway**

**Redwood Shores, CA 94065**

(650) 232-4100

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

*Copies to:*

**Timothy J. Moore**

**Cooley LLP**

**3175 Hanover Street**

**Palo Alto, CA 94304-1130**

**(650) 843-5000**

**William P. Garvey**

**Vice President and General Counsel**

**iPass Inc.**

**3800 Bridge Parkway**

**Redwood Shores, CA 94065**

**(650) 232-4100**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

x

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

<b>Title of securities to be registered (1)</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>
Common Stock, par value \$0.001 per share	7,520,353 shares	\$2.13	\$16,018,353	\$1,836

- (1) This represents an increase in the number of shares of common stock of the registrant reserved for issuance under the plans pursuant to the evergreen provisions contained therein, consisting of: 5,850,295 shares issuable pursuant to the 2003 Equity Incentive Plan; 500,000 shares issuable pursuant to the 2003 Non-Employee Directors Plan; and 1,170,058 shares issuable pursuant to the 2003 Employee Stock Purchase Plan. Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the Securities Act), this Registration Statement shall also cover any additional shares of Registrant's Common Stock that become issuable under the plans by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of outstanding shares of Registrant's Common Stock. In addition, pursuant to Rule 416(c) under the Securities Act, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee and non-employee benefit plans described herein.
- (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) under the Securities Act. The price per share and aggregate offering price are based on the average of the high and low prices of the Registrant's Common Stock on March 2, 2012, as reported on the Nasdaq Global Select Market (pursuant to Rule 457(c) under the Securities Act).

The chart below details the calculations of the registration fee:

<b>Securities</b>	<b>Number of Shares</b>	<b>Offering Price Per Share</b>	<b>Aggregate Offering Price</b>
Shares reserved for future grant under the 2003 Equity Incentive Plan	5,850,295	\$ 2.13	\$ 12,461,129
Shares reserved for future grant under the 2003 Non-Employee Directors Plan	500,000	\$ 2.13	\$ 1,065,000
Shares reserved for future grant under the 2003 Employee Stock Purchase Plan	1,170,058	\$ 2.13	\$ 2,492,224
Proposed Maximum Offering Price			\$ 16,018,353

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**EXPLANATORY NOTE**

This Registration Statement on S-8 is being filed for the purpose of registering an additional 7,520,353 shares of the Registrant's Common Stock to be issued pursuant to the Registrant's equity incentive plans pursuant to an evergreen provision contained therein, as follows: 5,850,295 shares issuable pursuant to the 2003 Equity Incentive Plan; 500,000 shares issuable pursuant to the 2003 Non-Employee Directors Plan; and 1,170,058 shares issuable pursuant to the 2003 Employee Stock Purchase Plan.

The Registrant's Form S-8 Registration Statements filed with the Securities and Exchange Commission (the Commission) on July 24, 2003 (File No. 333-107315), August 18, 2004 (File No. 333-118295), December 1, 2005 (File No. 333-130064), March 25, 2010 (File No. 333-165683) and March 3, 2011 (File No. 333-172603), each of which relates to the Registrant's 2003 Equity Incentive Plan, 2003 Non-Employee Directors Plan, and 2003 Employee Stock Purchase Plan, are incorporated herein by reference and made a part hereof.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits.**

**Exhibit  
Number**

4.1	Amended and Restated Certificate of Incorporation.(1)
4.2	Certificate of Amendment to Amended and Restated Certificate of Incorporation.(2)
4.3	Certificate of Change to Certificate of Incorporation. (3)
4.4	Amended and Restated Bylaws.(4)
4.5	Specimen stock certificate.(5)
5.1	Opinion of Cooley LLP.
23.1	Consent of Independent Registered Public Accounting Firm.
23.2	Consent of Cooley LLP is contained in Exhibit 5.1 to this Registration Statement.
24.1	Power of Attorney is contained on the signature pages.
99.1	2003 Equity Incentive Plan (6)
99.2	2003 Non-Employee Directors Plan (6)
99.3	2003 Employee Stock Purchase Plan (5)

- (1) Filed as Exhibit 3.1 to our Quarterly Report on Form 10-Q (Commission No. 000-50327), as amended, filed with the Commission on November 13, 2003, and incorporated by reference herein.
- (2) Filed as Exhibit 3.2 to our Quarterly Report on Form 10-Q (Commission No. 000-50327), as amended, filed with the Commission on August 7, 2009, and incorporated by reference herein.
- (3) Filed as Exhibit 3.1 to our Current Report on Form 8-K (Commission No. 000-50327), filed with the Commission on February 3, 2010, and incorporated by reference herein.
- (4)

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Filed as Exhibit 3.1 to our Current Report on Form 8-K (Commission No. 000-50327), filed with the Commission on August 29, 2010, and incorporated by reference herein.

- (5) Filed as the like-described Exhibit to our Registration Statement on Form S-1 (Commission No. 333-102715), as amended, filed with the Commission on January 24, 2003, and incorporated by reference herein.
- (6) Filed as an appendix to iPass Definitive Proxy Statement (Commission No. 000- 50327), filed with the Commission on July 14, 2009, and incorporated herein by reference.

**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 Redwood Shores, State of California, on March 7, 2012.

**IPASS INC.**

By: /s/ Evan L. Kaplan  
Evan L. Kaplan  
President and Chief Executive Officer

**POWER OF ATTORNEY**

**KNOW ALL PERSONS BY THESE PRESENTS**, that each person whose signature appears below constitutes and appoints Evan L. Kaplan, Steven H. Gatoff and William P. Garvey, and each of them acting alone, as his true and lawful attorneys-in-fact and agents, 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 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 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 any 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 of 1933, 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>
/s/ EVAN L. KAPLAN <b>Evan L. Kaplan</b>	President, Chief Executive Officer and Director (Principal Executive Officer)	March 7, 2012
/s/ STEVEN H. GATOFF <b>Steven H. Gatoff</b>	Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	March 7, 2012
/s/ JOHN D. BELETIC <b>John D. Beletic</b>	Chairman and Director	March 7, 2012
/s/ PETER C. CLAPMAN <b>Peter C. Clapman</b>	Director	March 7, 2012
/s/ GARY A. GRIFFITHS <b>Gary A. Griffiths</b>	Director	March 7, 2012
/s/ ROBERT J. MAJTELES <b>Robert J. Majteles</b>	Director	March 7, 2012
/s/ KENNETH H. TRAUB <b>Kenneth H. Traub</b>	Director	March 7, 2012

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**Kenneth H. Traub**

/s/ SAMUEL L. SCHWERIN

Director

March 7, 2012

**Samuel L. Schwerin**

/s/ ALLAN R. SPIES

Director

March 7, 2012

**Allan R. Spies**

**EXHIBIT INDEX**

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