

Edgar Filing: SMITH MIDLAND CORP - Form S-8

SMITH MIDLAND CORP
 Form S-8
 January 31, 2003

As filed with the Securities and Exchange Commission on January 31, 2003
 Registration No. _____

SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, DC 20549

 FORM S-8
 REGISTRATION STATEMENT
 UNDER
 THE SECURITIES ACT OF 1933

 SMITH-MIDLAND CORPORATION
 (Exact name of registrant as specified in its charter)

DELAWARE
 (State or other jurisdiction of
 incorporation or organization)

54-1727060
 (I.R.S. Employer
 Identification No.)

P.O. BOX 300, 5119 CATLETT ROAD, MIDLAND, VIRGINIA
 (Address of principal executive offices)

22728
 (Zip Code)

SMITH-MIDLAND CORPORATION 1994 STOCK OPTION PLAN
 (Full title of the Plan)

RODNEY I. SMITH, PRESIDENT
 SMITH-MIDLAND CORPORATION
 P.O. BOX 300, 5119 CATLETT ROAD
 MIDLAND, VIRGINIA 22728
 (Name and address of agent for service)

(540) 439-3266
 (Telephone number, including area code, of agent for service)

COPY TO:
 GARY T. MOOMJIAN, ESQ.
 MOOMJIAN & WAITE, LLP
 500 North Broadway, Suite 142
 Jericho, New York 11753
 (516) 937-5900

CALCULATION OF REGISTRATION FEE

| Title of Securities to be registered | Amount to be registered (1) | Proposed maximum offering price per share (2) | Proposed maximum aggregate offering price (2) | Am regis |
|--------------------------------------|-----------------------------|---|---|----------|
| Common Stock, par value \$.01 | 450,000 | \$1.20 | \$540,000 | \$4 |

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PART I

On May 14, 2002, Smith-Midland Corporation (the "Registrant") filed a Registration Statement on Form S- 8 (File No. 333-88200) (the "Initial Registration Statement") to register 575,000 shares of Common Stock, which are issuable under the Registrant's 1994 Stock Option Plan, as amended (the "Plan"). The contents of the Initial Registration Statement are hereby incorporated by reference in this Registration Statement. On July 22, 2002, the Plan was amended to increase the number of shares of Common Stock issuable thereunder from 575,000 to 1,025,000. This Registration Statement on Form S-8 is being filed pursuant to General Instruction E to Form S-8 under the Securities Act to register such additional 450,000 shares of Common Stock issuable under the Plan.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Set forth below are all exhibits to the Registration Statement:

| Number | Description |
|--------|---|
| ----- | ----- |
| 5.1 | Opinion of Moomjian & Waite, LLP |
| 10.1 | Smith-Midland Corporation 1994 Stock Option Plan (as amended through October 1, 2002) |
| 23.1 | Consent of BDO Seidman, LLP |
| 23.2 | Consent of Moomjian & Waite, LLP (included in legal opinion filed herewith as Exhibit 5.1.) |

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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 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 Midland, State of Virginia, on the 27th day of January, 2003.

SMITH-MIDLAND CORPORATION

By: /s/ Rodney I. Smith

Name: Rodney I. Smith
Title: President and Chief Executive Officer
(Principal Executive Officer)

By: /s/ John K. Johnson

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Name: John K. Johnson
Title: Chief Financial Officer
(Principal Financial and Accounting Officer)

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.

| Signature ----- | Title ----- | Date ----- |
|---|----------------|------------------|
| /s/ Rodney I Smith ----- Rodney I. Smith | Director | January 27, 2003 |
| /s/ Ashley B. Smith ----- Ashley B. Smith | Director | January 27, 2003 |
| /s/ Wesley A. Taylor ----- Wesley A. Taylor | Director | January 27, 2003 |
| /s/ Andrew Kavounis ----- Andrew Kavounis | Director | January 27, 2003 |

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FORM S-8 REGISTRATION STATEMENT

EXHIBIT INDEX

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