

RICHARDSON ELECTRONICS LTD/DE
Form S-8
August 03, 2015

As filed with the Securities and Exchange Commission on August 3, 2015

Registration No. 333-_____

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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

RICHARDSON ELECTRONICS, LTD.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

40W267 Keslinger Road,
P. O. Box 393

LaFox, Illinois 60147-0393 (630) 208-2200

36-2096643
(I.R.S. Employer
Identification No.)

(Address of Principal Executive Offices, Including Zip Code)

Richardson Electronics, Ltd.

2011 Long-Term Incentive Plan

(Full title of the plan)

Edward J. Richardson

Chairman, Chief Executive Officer and President

RICHARDSON ELECTRONICS, LTD

40W267 Keslinger Road,

P. O. Box 393

LaFox, Illinois 60147-0393

(630) 208-2200

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

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 Securities Exchange Act of 1934, as amended (the Exchange Act).

| | | | |
|-------------------------|--------------------------|---------------------------|-------------------------------------|
| Large accelerated filer | <input type="checkbox"/> | Accelerated filer | <input checked="" type="checkbox"/> |
| Non-accelerated filer | <input type="checkbox"/> | Smaller reporting company | <input type="checkbox"/> |

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered | Amount to be | Proposed Maximum Offering Price | Proposed Maximum Aggregate | Amount of Registration Fee |
|---|-------------------------|--|---|---------------------------------------|
|---|-------------------------|--|---|---------------------------------------|

| | Registered (1) | Per Share (2) | Offering Price (2) | |
|--------------------------------|-----------------------|----------------------|---------------------------|----------|
| Common Stock, \$0.05 par value | 750,000 shares(3) | \$6.60 | \$4,950,000 | \$575.19 |

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the Securities Act), there are also being registered such additional Common Stock as may become issuable pursuant to the adjustment provisions of the Plan.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and (h) under the Securities Act of 1933 and based upon the average of the high and low prices of the Company's Common Stock as reported by the NASDAQ Global Select Market on July 28, 2015.
- (3) Increase in authorized number of shares underlying the Richardson Electronics, Ltd. 2011 Long-Term Incentive Plan.

FORM S-8 PURSUANT TO GENERAL INSTRUCTION E

This Form S-8 is filed with the Securities and Exchange Commission (the Commission) pursuant to General Instruction E to Form S-8 to register an additional 750,000 shares of Common Stock that may be issued to participants under the Richardson Electronics, Ltd. 2011 Long-Term Incentive Plan (the Plan). The contents of the earlier Registration Statement on Form S-8, Registration No. 333-182907, are hereby incorporated by reference into this Form S-8. All capitalized terms not defined herein shall have the same meaning as set forth in the Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents filed by Richardson Electronics, Ltd. (the Company) with the SEC are incorporated in this Registration Statement by reference:

1. The Company's Annual Report on Form 10-K for the fiscal year ended May 30, 2015.
2. The description of the Company's Common Stock contained in its Registration Statement on Form 8-A under the Securities Exchange Act of 1934, as amended (the Exchange Act), filed with the SEC on October 18, 1984, as amended by the description contained in the Company's Current Report on Form 8-K filed with the SEC on May 27, 2004.

All documents subsequently filed with the SEC by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered herein have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents, except that the portion of any Current Report on Form 8-K furnished pursuant to Item 2.02 or Item 7.01 thereof shall not be incorporated by reference herein. 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 8. Exhibits

| Exhibit No. | Description of Exhibit |
|--------------------|---|
| 3(a) | Amended and Restated Certificate of Incorporation of the Company (incorporated herein by reference to Annex III to the Company's Proxy Statement, as filed with the SEC on August 22, 2014) |
| 3(b) | Amended and Restated By-Laws of the Company (incorporated by reference to Exhibit 3.2 to the Company's Current Report on Form 8-K filed with the SEC on October 15, 2012) |
| 4(a) | |

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Specimen form of Common Stock certificates of the Company (incorporated herein by reference to Exhibit 4(a) to the Company's Registration Statement on Form S-1, SEC File No. 33-10834)

- 4(b) Richardson Electronics, Ltd. 2011 Long-Term Incentive Plan (incorporated herein by reference to Annex II to the Company's Proxy Statement, as filed with the SEC on August 22, 2014)
- 4(c) Amendment One to the Richardson Electronics, Ltd. 2011 Long-Term Incentive Plan (incorporated herein by reference to Annex I to the Company's Proxy Statement, as filed with the SEC on August 22, 2014)
- 5.1 Opinion of Bryan Cave LLP.
- 23.1 Consent of BDO USA, LLP
- 23.2 Consent of Ernst & Young LLP
- 23.3 Consent of Bryan Cave LLP (included in Exhibit 5.1)
- 24.1 Power of Attorney (included as part of the signature page to this Registration Statement)

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing a Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in LaFox, State of Illinois on the 3rd day of August, 2015.

RICHARDSON ELECTRONICS, LTD.

By: /s/ Edward J. Richardson
 Edward J. Richardson
 Chairman, Chief Executive Officer,

 and President

POWER OF ATTORNEY

Each individual whose signature appears below hereby constitutes and appoints Edward J. Richardson and Kathleen S. Dvorak, jointly and severally, his or her true and lawful attorneys-in-fact and agents with full powers of substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all supplements and amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all 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 or she 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 thereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below on the dates indicated by the following persons in the capacities indicated.

| Signature | Title | Date |
|--------------------------|---|----------------|
| /s/ Edward J. Richardson | Chairman, Chief Executive Officer, | August 3, 2015 |
| Edward J. Richardson | President and Director (Principal Executive Officer) | |
| /s/ Kathleen S. Dvorak | Chief Financial Officer | August 3, 2015 |
| Kathleen S. Dvorak | (Principal Financial Officer) | |
| /s/ Scott Hodes | Director | August 3, 2015 |
| Scott Hodes | | |
| /s/ Ken Halverson | Director | August 3, 2015 |

Ken Halverson

/s/ Paul J. Plante

Director

August 3, 2015

Paul J. Plante

/s/ Jacques Belin

Director

August 3, 2015

Jacques Belin

/s/ James Benham

Director

August 3, 2015

James Benham

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