

FSI INTERNATIONAL INC

Form S-8

March 28, 2003

**Table of Contents**

As filed with the Securities and Exchange Commission on March 28, 2003

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

---

**SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

---

**FORM S-8**

**REGISTRATION STATEMENT  
Under  
the Securities Exchange Act of 1933**

**FSI International, Inc.**

---

(Exact name of registrant as specified in its charter)

**Minnesota**  
(State or other jurisdiction)  
of incorporation

**41-1223238**  
(IRS Employer  
Identification No.)

---

**3455 Lyman Boulevard  
Chaska, Minnesota**

**55318**

---

(Address of principal executive offices)

(Zip Code)

**FSI INTERNATIONAL, INC. 1997 OMNIBUS STOCK PLAN  
AND  
FSI INTERNATIONAL, INC. EMPLOYEES STOCK PURCHASE PLAN**

---

(Full title of the plans)

**DONALD S. MITCHELL  
CHAIRMAN AND CHIEF EXECUTIVE OFFICER  
FSI INTERNATIONAL, INC.  
3455 LYMAN BOULEVARD  
CHASKA, MINNESOTA 55318**

---

(Name and address of agent for service)

(952) 448-5440

---

(Telephone number, including area code, of agent for service)

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount to be Registered <sup>(1)</sup>	Proposed Maximum Offering Price Per Share <sup>(2)</sup>	Proposed Maximum Aggregate Offering Price <sup>(2)</sup>	Amount of Registration Fee
--	---	---	---	-------------------------------

## Edgar Filing: FSI INTERNATIONAL INC - Form S-8

---

Common Stock, no par value	1,650,000 Shares	\$2.42	\$3,993,000	\$323
-------------------------------	---------------------	--------	-------------	-------

- (1) This Registration Statement relates to an additional 1,400,000 shares to be offered under the registrant's 1997 Omnibus Stock Plan, for which 3,100,000 shares of Common Stock were registered under Registration Statements on Form S-8 (Nos. 333-30675, 333-50991, 333-96275 and 333-61164), and an additional 250,000 shares of Common Stock to be offered under the registrant's Employees Stock Purchase Plan, for which 2,050,000 shares were registered under Registration Statements on Form S-8 (Nos. 33-33647, 33-39920, 33-46296, 33-77852, 333-19677, 333-50991, 333-96275 and 333-61164).
- (2) Estimated solely for the purpose of the registration fee under Rules 457(c) and (h) (1) under the Securities Act of 1933, based on the average of the high and low sale prices per share of the registrant's Common Stock on March 26, 2003 as reported on the Nasdaq National Market.

**TABLE OF CONTENTS**

EXPLANATORY NOTE

EXHIBITS

SIGNATURES

INDEX TO EXHIBITS

EX-5 Opinion and Consent of Faegre & Benson LLP

EX-23.2 Consent of KPMG LLP

EX-24 Powers of Attorney

EX-99.1 1997 Omnibus Stock Plan, as amended

EX-99.2 Employees Stock Purchase Plan, as amended

---

**Table of Contents**

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 1,400,000 shares of the registrant's Common Stock to be issued pursuant to the registrant's 1997 Omnibus Stock Plan and 250,000 shares of the registrant's Common Stock to be issued pursuant to the registrant's Employees Stock Purchase Plan. There are incorporated in this Registration Statement by reference the contents of the registrant's Registration Statements on Form S-8 (Nos. 33-33647, 33-39920, 33-46296, 33-77852, 333-19677, 333-30675, 333-50991, 333-96275 and 333-61164) related to the plans and amendments thereof, previously filed with the SEC.

EXHIBITS

<b>Exhibit</b>	<b>Description</b>
5	Opinion of Faegre & Benson LLP.
23.1	Consent of Faegre & Benson LLP (included in Exhibit 5).
23.2	Consent of KPMG LLP.
24	Powers of Attorney of directors and officers.
99.1	FSI International, Inc. 1997 Omnibus Stock Plan, as amended and restated.
99.2	FSI International, Inc. Employees Stock Purchase Plan, as amended and restated.

**Table of Contents**

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 Chaska, State of Minnesota, on March 28, 2003.

FSI INTERNATIONAL, INC.

By     /s/ Donald S. Mitchell      
Donald S. Mitchell  
Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on March 19, 2003 by the following persons in the capacities indicated:

<u>    /s/ Donald S. Mitchell    </u> Donald S. Mitchell	Chairman and Chief Executive Officer (Principal Executive Officer)
<u>    /s/ Patricia M. Hollister    </u> Patricia M. Hollister	Chief Financial Officer (Principal Financial and Accounting Officer)
James A. Bernards Terrence W. Glarner Willem D. Maris Donald S. Mitchell Krishnamurthy Rajagopal Charles R. Wofford	A Majority of the Board of Directors*

\* Patricia M. Hollister, by signing her name hereto, hereby signs this document on behalf of each of the above-named officers or directors of FSI International, Inc. pursuant to powers of attorney duly executed by those persons.

    /s/ Patricia M. Hollister      
Patricia M. Hollister  
Attorney in Fact

**Table of Contents**

INDEX TO EXHIBITS

<b><u>Exhibit</u></b>	<b><u>Description</u></b>	
5	Opinion of Faegre & Benson LLP	Filed Electronically
23.1	Consent of Faegre & Benson LLP (included in Exhibit 5)	
23.2	Consent of KPMG LLP	Filed Electronically
24	Powers of Attorney of directors and officers	Filed Electronically
99.1	FSI International, Inc. 1997 Omnibus Stock Plan, as amended and restated	Filed Electronically
99.2	FSI International, Inc. Employees Stock Purchase Plan, as amended and restated	Filed electronically