

FSI INTERNATIONAL INC

Form S-8

March 19, 2004

As filed with the Securities and Exchange Commission on March 19, 2004

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	Proposed	Proposed		
Securities to be	Maximum	Maximum	Aggregate	Amount of
	Offering			
	Price			

Registered	Registered ⁽¹⁾	Per Share⁽²⁾	Offering Price ⁽²⁾	Registration Fee
Common Stock, no par value	550,000 Shares	\$ 6.57	\$3,613,500	\$ 458

⁽¹⁾ This Registration Statement relates to an additional 300,000 shares to be offered under the registrant's 1997 Omnibus Stock Plan, for which 4,500,000 shares of Common Stock were registered under Registration Statements on Form S-8 (Nos. 333-30675, 333-50991, 333-96275, 333-61164 and 333-104088), and an additional 250,000 shares of Common Stock to be offered under the registrant's Employees Stock Purchase Plan, for which 2,300,000 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, 333-61164 and 333-104088).

⁽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 17, 2004 as reported on the Nasdaq National Market.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 300,000 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, 333-61164 and 333-104088) related to the plans and amendments thereof, previously filed with the SEC.

EXHIBITS

Exhibit	Description
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.

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 19, 2004.

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, 2004 by the following persons in the capacities indicated:

 /s/ Donald S. Mitchell

Chairman and Chief Executive Officer
(Principal Executive Officer)

Donald S. Mitchell

 /s/ Patricia M.
 Hollister

Chief Financial Officer
(Principal Financial and Accounting Officer)

Patricia M. Hollister

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

INDEX TO EXHIBITS

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