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TAG IT PACIFIC INC
Form S-8
April 13, 2007

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

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

TAG-IT PACIFIC, INC.
(Exact Name of Registrant as Specified in Its Charter)

DELAWARE
(State or Other Jurisdiction
of Incorporation or Organization)

95-4654481
(I.R.S. Employer
Identification No.)

21900 BURBANK BOULEVARD, SUITE 270
WOODLAND HILLS, CALIFORNIA 91367
(Address of Principal Executive Offices) (Zip Code)

TAG-IT PACIFIC, INC. AMENDED AND RESTATED 1997 STOCK PLAN
(Full Title of the Plan)

LONNIE D. SCHNELL
CHIEF FINANCIAL OFFICER
TAG-IT PACIFIC, INC.
21900 BURBANK BOULEVARD, SUITE 270
WOODLAND HILLS, CALIFORNIA 91367
(Name and Address of Agent for Service)

(818) 444-4100
(Telephone Number, Including Area Code, of Agent for Service)

Copies to:
JOHN MCILVERY, ESQ.
STUBBS ALDERTON & MARKILES, LLP
15260 VENTURA BOULEVARD, 20TH FLOOR
SHERMAN OAKS, CA 91403

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	Amount Of Registration Fee
Common Stock.....	2,922,500	\$1.275	\$3,726,188	\$115

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, this Registration Statement also covers such additional shares of the Common

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Stock as may become issuable pursuant to the anti-dilution provisions of the Amended and Restated 1997 Stock Plan. In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this registration statement also covers an indeterminate amount of securities to be offered or sold pursuant to the Amended and Restated 1997 Stock Plan.

- (2) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(h)(1) under the Securities Act of 1933, as amended, and based upon the average of the high and low prices of the Common Stock on the American Stock Exchange on April 5, 2007.

PURSUANT TO GENERAL INSTRUCTION E OF FORM S-8 ("REGISTRATION OF ADDITIONAL SECURITIES"), THE REGISTRANT HEREBY MAKES THE FOLLOWING STATEMENT:

On April 16, 1998, Tag-It Pacific, Inc. (the "Registrant") filed with the Securities and Exchange Commission a Registration Statement on Form S-8 (Registration No. 333-50267), on October 21, 2003, the Registrant filed with the Securities and Exchange Commission a Registration Statement on Form S-8 (Registration No. 333-109854) and on October 13, 2004, the Registrant filed with the Securities and Exchange Commission a Registration Statement on Form S-8 (Registration No. 333-119712) (together, the "Prior Registration Statements") relating to shares of Common Stock to be issued pursuant to the Tag-It Pacific, Inc. 1997 Stock Plan, as amended (the "Plan"). The Prior Registration Statements are currently effective. This Registration Statement relates to securities (a) of the same class as those to which the Prior Registration Statements relate and (b) to be issued pursuant to the Plan. The contents of the Prior Registration Statements are incorporated herein by reference.

THE FOLLOWING EXHIBITS ARE FILED AS PART OF THIS REGISTRATION STATEMENT:

- 5.1 Opinion of Stubbs Alderton & Markiles, LLP.
- 23.1 Consent of Singer Lewak Greenbaum & Goldstein LLP.
- 23.2 Consent of BDO Seidman, LLP.
- 23.3 Consent of Stubbs Alderton & Markiles, LLP (included in Exhibit 5.1).
- 24.1 Power of Attorney (included as part of the Signature Page of this Registration Statement).

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Los Angeles, State of California, on this 12th day of April, 2007.

TAG-IT PACIFIC, INC.

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(Registrant)

By: /s/ Stephen P. Forte

 Stephen P. Forte
 Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Stephen P. Forte and Lonnie D. Schnell, and each of them, as his or her true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for him or her and his or her name, place and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments) to this Registration Statement and to file a new registration statement under Rule 461 or Instruction E of Form S-8 of the Securities Act of 1933, as amended, 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 and about the foregoing, 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 either of them, or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons in the capacities and on the date indicated.

SIGNATURE	TITLE	DATE
/s/ Stephen P. Forte ----- Stephen P. Forte	Chief Executive Officer (Principal executive Officer) and Director	April 12, 2007
/s/ Lonnie D. Schnell ----- Lonnie D. Schnell	Chief Financial Officer (Principal Financial and Accounting Officer)	April 12, 2007
/s/ Mark Dyne ----- Mark Dyne	Chairman of the Board of Directors	April 12, 2007
/s/ Colin Dyne ----- Colin Dyne	Vice Chairman of the Board of Directors	April 12, 2007
/s/ Jonathan Burstein ----- Jonathan Burstein	Director	April 12, 2007
----- Brent Cohen	Director	April 12, 2007
/s/ Joseph Miller ----- Joseph Miller	Director	April 12, 2007
/s/ Susan White -----	Director	April 12, 2007

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Susan White

/s/ Raymond Musci

Director

April 12, 2007

Raymond Musci

/s/ William Sweedler

Director

April 12, 2007

William Sweedler

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EXHIBIT INDEX

EXHIBIT

NO.	EXHIBIT DESCRIPTION
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