

Edgar Filing: ENOVA SYSTEMS INC - Form S-8

ENOVA SYSTEMS INC  
Form S-8  
May 26, 2005

As filed with the Securities and Exchange Commission on May 26, 2005  
Registration Statement No. 333-\_\_\_\_\_

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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

ENOVA SYSTEMS, INC.  
(Exact name of registrant as specified in its charter)

|   |   |
|---|---|
| California  | 95-3056150                              |
| (State or other jurisdiction of<br>incorporation or organization) | (I.R.S. Employer<br>Identification No.) |

19850 South Magellan Drive  
Torrance, California 90502  
(Address of principal executive offices) (Zip Code)

1996 STOCK OPTION PLAN  
(Full Title of Plan)

Edwin O. Riddell  
President and Chief Executive Officer  
ENOVA SYSTEMS, INC.  
19850 South Magellan Drive  
Torrance, California 90502  
(Name and address of agent for service)

(310) 527-2800  
(Telephone number, including area code, of agent for service)

Calculation of Registration Fee

| Title of Each Class of<br>Securities to be<br>Registered | Amount to be<br>Registered<br>(1) | Proposed Maximum<br>Offering Price per<br>Share<br>(2) | Proposed Maximum<br>Aggregate Offering<br>Price<br>(1) (2) |
|--|-----------------------------------|--|--|
| Common Stock, no par<br>value                            | 65,000,000                        | \$0.09   | \$5,850,000  |

EXPLANATORY NOTE

This registration statement on Form S-8 relates to an additional

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20,000,000 shares of the Common Stock, no par value, of Enova Systems, Inc., a California corporation (formerly known as U.S. Electricar, Inc.) (the "Registrant"), subject to the Registrant's 1996 Stock Option Plan, as amended (the "Plan"). There is an effective registration statement on Form S-8 (filed under the Registrant's prior corporate name), File Number 333-95701, for the balance of the shares of Common Stock subject to the Plan, which registration statement also covers certain other securities. The Plan was amended to increase the number of shares of Common Stock available thereunder from 45,000,000 shares to 65,000,000 shares. The contents of such earlier registration statement are hereby incorporated herein by reference.

Item 8. Exhibits.

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| Exhibit<br>Number<br>----- | Description<br>-----                                 |
|----------------------------|--|
| 5                          | Opinion of Counsel.                                  |
| 23.1                       | Consent of Independent Accountants.                  |
| 23.2                       | Consent of Counsel is contained in Exhibit 5 hereto. |

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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 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 Torrance, State of California, on May 26, 2005.

ENOVA SYSTEMS, INC.

By: /s/ Larry Lombard  
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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.

| Name<br>-----   | Title<br>-----   | Date<br>---- |
|---|--|--------------|
| /s/ Edwin O. Riddell<br>-----<br>Edwin O. Riddell         | President and Chief Executive Officer and<br>Director<br>(Principal Executive Officer) | May 26, 2005 |
| /s/ Anthony N. Rawlinson<br>-----<br>Anthony N. Rawlinson | Chairman of the Board  | May 26, 2005 |

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|   |   |           |
|---|---|-----------|
| /s/ Malcolm R. Currie<br>-----<br>Malcolm R. Currie   | Director  | May 26, 2 |
| /s/ Carl D. Perry<br>-----<br>Carl D. Perry           | Vice Chairman of the Board                                | May 26, 2 |
| /s/ John J. Micek, III<br>-----<br>John J. Micek, III | Director  | May 26, 2 |
| /s/ Donald H. Dreyer<br>-----<br>Donald H. Dreyer     | Director  | May 26, 2 |
| /s/ John R. Wallace<br>-----<br>John R. Wallace       | Director  | May 26, 2 |
| /s/ Bjorn Ahlstrom<br>-----<br>Bjorn Ahlstrom         | Director  | May 26, 2 |
| /s/ Larry Lombard<br>-----<br>Larry Lombard           | Chief Financial Officer<br>(Principal Accounting Officer) | May 26, 2 |

EXHIBIT INDEX

| Exhibit<br>Number<br>----- | Description<br>-----  |
|----------------------------|---|
| 5                          | Opinion of Counsel*   |
| 23.1                       | Consent of Independent Accountants - Singer Lewak<br>Greenbaum and Goldstein LLP* |
| 23.2                       | Consent of Independent Accountants - Moss Adams LLP*                              |
| 23.3                       | Consent of Counsel is contained in Exhibit 5 hereto*                              |

\* Filed electronically herewith