

EVOLVING SYSTEMS INC  
Form S-8  
July 22, 2015

As filed with the Securities and Exchange Commission on July 22, 2015

Registration No. 333-

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

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### EVOLVING SYSTEMS, INC.

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**84-1010843**

(I.R.S. Employer Identification No.)

**9777 Pyramid Court, Suite 100  
Englewood, Colorado 80112  
(303) 802-1000**

(Address, including zip code and telephone number, including area code, of registrant's principal executive office)

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(Full title of the plan)

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**Thaddeus Dupper**

**Chairman of the Board, Chief Executive Officer and President**

**Evolving Systems, Inc.**

**9777 Pyramid Court, Suite 100**

**Englewood, Colorado 80112**

**(303) 802-1000**

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

**Copies to:**

**Charles D. Maguire, Esq.**

Bryan Cave LLP

1700 Lincoln Street, Suite 4100

Denver, CO 80203

(303) 861-7000

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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 definition of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

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**CALCULATION OF REGISTRATION FEE**

**Title of Securities to be Registered**

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Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
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- (1) This Registration Statement shall also cover any additional shares of Common Stock which become issuable by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration which results in an increase in the number of the Registrant's outstanding shares of common stock.
- (2) Estimated solely for the purposes of calculating the registration fee pursuant to Rule 457(c) and (h) under the Securities Act of 1933, as amended (the Securities Act), based on based upon the average of the high and low prices of the Registrant's common stock on the Nasdaq Capital Market on July 21, 2015.
- (3) Increase in authorized number of shares underlying the Evolving Systems, Inc. Amended and Restated 2007 Stock Incentive Plan.
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**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 500,000 shares of Common Stock that may be issued to participants under the Evolving Systems Amended and Restated 2007 Stock Incentive Plan (the Plan ). The contents of the earlier Registration Statements on Form S-8, Registration Nos. 333-144852, 333-167858 and 333-191046, 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 Evolving Systems, Inc. (the Registrant ) with the Commission are incorporated by reference in this Registration Statement:

- (a) The Registrant's Annual Report on Form 10-K for the year ended December 31, 2014;
- (b) The Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2015;
- (c) The Registrant's Current Report on Form 8-K filed with the Commission on June 22, 2015;
- (d) The Registrant's Definitive Proxy Statement on Schedule 14A filed with the Commission on April 30, 2015 for the Annual Meeting of Stockholders held on June 17, 2015; and
- (e) The description of the Registrant's common stock contained in its Registration Statement on Form 8-A.

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All reports and other documents subsequently filed with the Commission by the Registrant 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, excluding any information furnished under Item 7.01 or Item 2.02 of any Current Report on Form 8-K.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or replaces such statement. Any 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.**

The following exhibits are submitted herewith.

<b>Exhibit No.</b>	<b>Description</b>
4.4	Evolving Systems, Inc. Amended and Restated 2007 Stock Incentive Plan (filed as Appendix A to the Registrant's Definitive Proxy Statement on Schedule 14A filed with the Commission on April 30, 2015 and incorporated herein by reference).
5.1	Opinion of Bryan Cave LLP.
23.1	Consent of Friedman LLP.
23.2	Consent of Bryan Cave LLP (included in Exhibit 5.1).
24.1	Power of Attorney (included on the signature page).

**SIGNATURES**

Pursuant to the requirements of the Securities Act, 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 Englewood, State of Colorado, on this 22nd day of July, 2015.

EVOLVING SYSTEMS, INC.

By: /s/ DANIEL J. MOORHEAD  
Daniel J. Moorhead  
Vice President, Finance & Administration

**POWER OF ATTORNEY**

Each person whose signature appears below does hereby make, constitute and appoint Thaddeus Dupper and Daniel J. Moorhead, and each of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution to execute, deliver and file with the Securities and Exchange Commission, for and on his behalf, and in any and all capacities, any and all amendments (including post-effective amendments) to this Registration Statement with all exhibits thereto and other documents in connection therewith, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or his substitute may lawfully do or cause to be done by virtue hereof.

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

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ THADDEUS DUPPER Thaddeus Dupper	Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer)	July 22, 2015
/s/ DANIEL J. MOORHEAD Daniel J. Moorhead	Vice President, Finance & Administration (Principal Financial and Accounting Officer)	July 22, 2015
/s/ DAVID J. NICOL David J. Nicol	Director	July 22, 2015
/s/ DAVID S. OROS David S. Oros	Director	July 22, 2015

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/s/ RICHARD R. RAMLALL  
Richard R. Ramlall

Director

July 22, 2015

/s/ JULIAN D. SINGER  
Julian D. Singer

Director

July 22, 2015

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Signature	Title	Date
/s/ JOHN B. SPIRTOS John B. Spirtos	Director	July 22, 2015