

GENESIS MICROCHIP INC /DE  
Form S-8  
November 10, 2005

As filed with the Securities and Exchange Commission on November 10, 2005

Registration No. 333-

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# 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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## GENESIS MICROCHIP INC.

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**2150 Gold Street**

**Alviso, California**  
(Address of Principal Executive Offices)

**77-0584301**  
(I.R.S. Employer  
Identification No.)

**95002**  
(Zip Code)

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**1997 Employee Stock Option Plan**

**2000 Nonstatutory Stock Option Plan**

**1997 Employee Stock Purchase Plan**

(Full title of the plans)

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**Elias Antoun**

**President & Chief Executive Officer**

**Genesis Microchip Inc.**

**2150 Gold Street**

**Alviso, CA 95002**

(Name and address of agent for service)

**(408) 262-6599**

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

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*Copy to:*

**Selim Day, Esq.**

**Wilson Sonsini Goodrich & Rosati**

**Professional Corporation**

**12 East 49<sup>th</sup> Street, 30<sup>th</sup> Floor**

**New York, NY 10017**

**(212) 999-5800**

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**CALCULATION OF REGISTRATION FEE**

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	<b>Amount to be</b>	<b>Proposed maximum offering price per share(1)</b>	<b>Proposed maximum aggregate offering price</b>	<b>Amount of registration fee</b>
<b>Title of securities to be registered</b>	<b>registered</b>			

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Common Stock, par value \$0.001, approved for issuance under the 1997 Employee Stock Option Plan	1,171,810	\$	19.735	\$ 23,125,670	\$ 2,721.89
Common Stock, par value \$0.001, approved for issuance under the 2000 Nonstatutory Stock Option Plan	502,204	\$	19.735	\$ 9,910,996	\$ 1,166.52
Common Stock, par value \$0.001, approved for issuance under the 1997 Employee Stock Purchase Plan	347,026	\$	19.735	\$ 6,848,558	\$ 806.08
TOTAL:	2,021,040			\$ 39,885,224	\$ 4,694.49

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- (1) Estimated in accordance with Rule 457(h) under the Securities Act of 1933, as amended, solely for the purpose of calculating the registration fee, based on the average of the high and low price per share of the common stock as reported on the Nasdaq National Market on November 8, 2005.
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**REGISTRATION STATEMENT**

**PURSUANT TO GENERAL INSTRUCTION E TO FORM S-8**

On February 21, 2002, Genesis Microchip Inc. (the Registrant) filed a Registration Statement on Form S-8 (Registration No. 333-83170) with the Securities and Exchange Commission to register shares of the Registrant's common stock that were reserved for issuance pursuant to options granted under the Registrant's 1997 Employee Stock Option Plan, 2000 Nonstatutory Stock Option Plan and 1997 Employee Stock Purchase Plan. On December 23, 2002, the Registrant filed an additional Registration Statement on Form S-8 (Registration No. 333-102161) with respect to the Registrant's 1997 Employee Stock Option Plan, 2000 Nonstatutory Stock Option Plan and 1997 Employee Stock Purchase Plan. On October 15, 2003, the Registrant filed an additional Registration Statement on Form S-8 (Registration No. 333-109719) with respect to the Registrant's 1997 Employee Stock Option Plan and 2000 Nonstatutory Stock Option Plan. On December 3, 2003, the Registrant filed an additional Registration Statement on Form S-8 (Registration No. 333-110881) with respect to the Registrant's 1997 Employee Stock Purchase Plan. On November 1, 2004, the Registrant filed an additional Registration Statement on Form S-8 (Registration No. 333-120136) with respect to the Registrant's 1997 Employee Stock Option Plan, 2000 Nonstatutory Stock Option Plan and 1997 Employee Stock Purchase Plan. Each Registration Statement is incorporated herein by this reference.

The Registrant is filing this Registration Statement on Form S-8 to register additional shares of its common stock that have been reserved for issuance pursuant to options granted under the Registrant's 1997 Employee Stock Option Plan, 2000 Nonstatutory Stock Option Plan and 1997 Employee Stock Purchase Plan.

Pursuant to the evergreen provisions of the 1997 Employee Stock Option Plan, the number of shares of the Registrant's common stock for which options may be granted under that plan was increased by 1,171,810 shares, effective April 1, 2005.

Pursuant to the evergreen provisions of the 2000 Nonstatutory Stock Option Plan, the number of shares of the Registrant's common stock for which options may be granted under that plan was increased by 502,204 shares, effective April 1, 2005.

Pursuant to the evergreen provisions of the 1997 Employee Stock Purchase Plan, the number of shares of the Registrant's common stock for which options may be granted under that plan was increased by 347,026 shares, effective November 1, 2005.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**ITEM 8. EXHIBITS**

<b>Exhibit Number</b>	<b>Exhibit Description</b>
4.1(1)	Certificate of Incorporation of the Registrant.
4.2(2)	Amended and Restated Bylaws of the Registrant.
4.3(3)	Certificate of Designation of Rights, Preferences and Privileges of Series A Participating Preferred Stock of the Registrant.
4.4(3)	Preferred Stock Rights Agreement, dated as of June 27, 2002, between the Registrant and Mellon Investor Services, L.L.C., as amended on March 16, 2003.
4.5(1)	Form of Common Stock Certificate of the Registrant.
4.6(4)	The 1997 Employee Stock Option Plan.
4.7(4)	The 2000 Nonstatutory Stock Option Plan.
4.8(5)	The 1997 Employee Stock Purchase Plan.
5.1	Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation, regarding the validity of the securities being registered.
23.1	Consent of KPMG LLP.
23.2	Consent of Counsel (contained in Exhibit 5.1).
24.1	Power of Attorney (see signature page).
(1)	Incorporated by reference to the Registrant's Registration Statement on Form S-4 (File No. 333-72202) filed with the Securities and Exchange Commission on October 25, 2001, as amended.
(2)	Incorporated by reference to the Registrant's Annual Report on Form 10-K/A filed with the Securities and Exchange Commission on July 29, 2002, as amended.
(3)	Incorporated by reference to the Registrant's Registration Statement on Form 8-A filed with the Securities and Exchange Commission on August 5, 2002, as amended by the Registrant's Registration Statement on Form 8-A/A filed with the Securities and Exchange Commission on March 31, 2003.
(4)	Incorporated herein by reference to the Registrant's Registration Statement on Form S-8 (File No. 333-83170) filed with the Commission on February 21, 2002.
(5)	Incorporated herein by reference to the Registrant's Annual Report on Form 10-K filed with the Securities and Exchange Commission on June 20, 2003.

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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 Alviso, State of California, on November 10, 2005.

GENESIS MICROCHIP INC.

By: /s/ Michael Healy

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Michael Healy  
Chief Financial Officer

**POWER OF ATTORNEY**

Each person whose signature appears below constitutes and appoints Elias Antoun and Michael Healy, and each of them, with full power to act alone without the other, his true and lawful attorneys-in-fact, with full power of substitution, for him in his name, in any and all capacities, to sign any amendments to this Registration Statement on Form S-8, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may 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 by the following persons in the capacities indicated on November 10, 2005.

<u>Signature</u>	<u>Title</u>
/s/ Elias Antoun _____ Elias Antoun	President, Chief Executive Officer and Director (Principal Executive Officer)
/s/ Michael Healy _____ Michael Healy	Senior Vice President, Finance and Chief Financial Officer (Principal Finance and Accounting Officer)
/s/ Jon Castor _____ Jon Castor	Director
/s/ Chieh Chang _____ Chieh Chang	Director
/s/ Tim Christoffersen _____ Tim Christoffersen	Director

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/s/ Jeffrey Diamond

Chairman of the Board

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Jeffrey Diamond

/s/ Robert H. Kidd

Director

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Robert H. Kidd

/s/ Chandrashekar M. Reddy

Director

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Chandrashekar M. Reddy

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(4)	Incorporated herein by reference to the Registrant's Quarterly Report on Form 10-Q filed with the Commission on November 8, 2005.
(5)	Incorporated herein by reference to the Registrant's Annual Report on Form 10-K filed with the Securities and Exchange Commission on June 20, 2003.