

LOGICVISION INC  
Form S-8  
May 22, 2007

As filed with the Securities and Exchange Commission on May 21, 2007.

Registration No. 333-\_\_\_\_\_

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**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**Form S-8**

**REGISTRATION STATEMENT**  
**Under**  
**THE SECURITIES ACT OF 1933**

**LOGICVISION, INC.**

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(Exact name of registrant as specified in its charter)

**Delaware**

**94-3166964**

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(State or other jurisdiction of incorporation of organization)

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

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**LogicVision, Inc.**  
**25 Metro Drive, Third Floor**  
**San Jose, California**

**95110**

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(Address of Principal Executive Offices)

(Zip Code)

**LOGICVISION, INC. 2000 STOCK INCENTIVE PLAN**

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(Full title of the plan)

**JAMES T. HEALY**  
**President and**  
**Chief Executive Officer**  
**LogicVision, Inc.**  
**25 Metro Drive, Third Floor**  
**San Jose, California 95110**  
**(408) 453-0146**

**Copy to:**  
**STANTON D. WONG**  
**Pillsbury Winthrop Shaw Pittman LLP**  
**P.O. Box 7880**  
**San Francisco, California 94120**  
**(415) 983-1200**

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

**CALCULATION OF REGISTRATION FEE**

| <b>Title of Securities To Be Registered</b> | <b>Amount To Be Registered(1)</b> | <b>Proposed Maximum Offering Price per Share(2)</b> | <b>Proposed Maximum Aggregate Offering Price(2)</b> | <b>Amount of Registration Fee</b> |
|---|-----------------------------------|---|---|-----------------------------------|
| Common Stock, \$0.0001 par value            | 650,000                           | \$0.83  | \$539,500   | \$17                              |

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- (1) Calculated pursuant to General Instruction E to Form S-8.
  - (2) Pursuant to Rule 457(h)(1), the proposed maximum offering price per share and the registration fee has been computed on the basis of the average of the high and low prices of the Common Stock on the Nasdaq Global Market on May 17, 2007.
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INFORMATION REQUIRED PURSUANT  
TO GENERAL INSTRUCTION E TO FORM S-8

**General Instruction E Information**

This Registration Statement is being filed for the purpose of increasing the number of securities of the same class as other securities for which a Registration Statement of the Registrant on Form S-8 relating to the same employee benefit plan is effective.

Registrant's Form S-8 Registration Statements filed with the Securities and Exchange Commission on November 30, 2001 (File No. 333-74336), January 30, 2002 (File No. 333-81696), March 12, 2003 (File No. 333-103766), March 17, 2004 (File No. 333-113676), April 29, 2005 (File No. 333-124499) and May 15, 2006 (File No. 333-134141) are hereby incorporated by reference.

Part II

**Incorporation of Documents by Reference**

The following documents previously filed by Registrant with the Commission are hereby incorporated by reference in this Registration Statement:

- (1) Registrant's Annual Report on Form 10-K (File No. 0-31773) for the year ended December 31, 2006.
- (2) Registrant's Quarterly Report on Form 10-Q (File No. 0-31773) for the quarter ended March 31, 2007.
- (3) Registrant's Current Reports on Form 8-K (File No. 0-31773) filed with the Commission on February 8, 2007, February 16, 2007, April 16, 2007 and May 18, 2007.
- (4) The description of Registrant's Common Stock contained in Registrant's registration statement on Form 8-A, filed October 13, 2000 pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended (the Exchange Act), including any amendment or report filed for the purpose of updating such description.

In addition, all documents subsequently filed by Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered 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. The Registrant is not, however, incorporating, in each case, any documents or information that the Registrant is deemed to furnish and not file in accordance with SEC rules.

EXHIBITS

| <u>Exhibit<br/>Number</u> | <u>Exhibit</u>  |
|---------------------------|---|
| 5.1                       | Opinion of Pillsbury Winthrop Shaw Pittman LLP.                                       |
| 23.1                      | Consent of Burr, Pilger & Mayer LLP, Independent Registered Public Accounting Firm.   |
| 23.2                      | Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm. |
| 23.3                      | Consent of Pillsbury Winthrop Shaw Pittman LLP (included in Exhibit 5.1).             |
| 24.1                      | Power of Attorney (see page 2).   |

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 San Jose, State of California, on May 21, 2007.

LOGICVISION, INC.

By /s/ JAMES T. HEALY

**James T. Healy**  
**President and Chief Executive Officer**

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints James T. Healy and Bruce M. Jaffe, and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments, including post-effective amendments, to this Registration Statement, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission granting unto said attorneys-in-fact and agents, 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 attorneys-in-fact and agents, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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 date indicated:

| <u>Name</u>  | <u>Title</u>   | <u>Date</u>  |
|--|--|--------------|
| <u>/s/ JAMES T. HEALY</u><br><b>James T. Healy</b>       | President and Chief Executive Officer (Principal Executive Officer) and Director                   | May 21, 2007 |
| <u>/s/ BRUCE M. JAFFE</u><br><b>Bruce M. Jaffe</b>       | Vice President of Finance and Chief Financial Officer (Principal Financial and Accounting Officer) | May 21, 2007 |
| <u>/s/ GREGG ADKIN</u><br><b>Gregg Adkin</b>             | Director   | May 21, 2007 |
| <u>/s/ RANDALL A. HUGHES</u><br><b>Randall A. Hughes</b> | Director   | May 21, 2007 |
| <u>/s/ MATTHEW RAGGETT</u><br><b>Matthew Raggett</b>     | Director   | May 21, 2007 |
| <u>/s/ RICHARD C. YONKER</u><br><b>Richard C. Yonker</b> | Director   | May 21, 2007 |

INDEX TO EXHIBITS

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