

Edgar Filing: INTER TEL INC - Form S-8

INTER TEL INC  
Form S-8  
April 21, 2003

As filed with the Securities and Exchange Commission on April 18, 2003  
Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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

INTER-TEL, INCORPORATED  
(Exact name of Registrant as specified in its charter)

|   |  |  |
|---|--|--|
| Arizona   | 1615 S. 52nd Street  | 86-0220994                                 |
| (State or other jurisdiction of<br>incorporation or organization) | Tempe, AZ 85281<br>(Address of principal<br>executive offices) | (I.R.S. Employer<br>Identification Number) |

1997 Long-Term Incentive Plan  
(Full title of the plan)

Steven G. Mihaylo  
Chairman of the Board of Directors and Chief Executive Officer  
INTER-TEL, INCORPORATED  
1615 S. 52nd Street  
Tempe, AZ  
(Name and address of agent for service)

(480) 449-8900  
(Telephone number, including area code, of agent for service)

COPIES TO:

Robert G. Day, Esq.  
Caine T. Moss, Esq.  
Wilson Sonsini Goodrich & Rosati  
Professional Corporation  
650 Page Mill Road  
Palo Alto, CA 94304  
(650) 493-9300

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered | Amount to<br>be Registered | Proposed Maximum<br>Offering Price Per<br>Share | Proposed Maximum<br>Aggregate Offerin<br>Price |
|--------------------------------------|----------------------------|---|--|
|--------------------------------------|----------------------------|---|--|

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|  |         |             |             |
|--|---------|-------------|-------------|
| Common Stock, \$.0001 par value,<br>available for issuance under the<br>1997 Long-Term Incentive Plan..... | 622,725 | \$13.75 (1) | \$8,562,469 |
| -----  |         |             |             |
| TOTAL.....   | 622,725 |             | \$8,562,469 |
| =====  |         |             |             |

- (1) Estimated in accordance with Rule 457(h) 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 April 14, 2003.
- (2) Previously paid.

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INTER-TEL, INCORPORATED

REGISTRATION STATEMENT ON FORM S-8

Statement Under General Instruction E - Registration of Additional Securities

Inter-Tel, Incorporated (the "Registrant") previously filed a Registration Statement on Form S-8 with the Securities and Exchange Commission on March 28, 2002 (SEC File No. 333-85098) (the "Original Filing"). The Original Filing was filed in connection with, among other things, the Registrant's 1997 Long-Term Incentive Plan, as amended (the "Plan"). This Registration Statement registers additional shares of the Registrant's Common Shares to be issued pursuant to the Plan. The contents of the Original Filing, including periodic reports that the Registrant filed, or that it will file, after the Original Filing to maintain current information about the Registrant, are incorporated by reference into this Registration Statement pursuant to General Instruction E of Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 8. EXHIBITS.

Exhibit  
Number

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- 4.1\* 1997 Long-Term Incentive Plan, as amended
- 5.1 Opinion of John L. Gardner
- 23.1 Consent of Independent Auditors
- 23.2 Consent of Counsel (contained in Exhibit 5.1)
- 25.1 Power of Attorney (included on the signature page to this Registration Statement)

\* Incorporated by reference to the Registrant's Registration Statement on Form S-8 (SEC File No. 333-85098)

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 Tempe, State of Arizona, on this 18th day of April, 2003.

INTER-TEL, INCORPORATED

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By: /s/ Kurt R. Kneip

-----  
Kurt R. Kneip

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Kurt R. Kneip and John L. Gardner, and each of them acting individually, as his or her attorney-in-fact, each with full power of substitution, for him or her in any and all capacities, to sign any and all 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 SEC, hereby ratifying and confirming all that each of said attorneys-in-fact, or any substitute, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

| Signature<br>-----                                    | Title<br>-----   | Date<br>----   |
|---|--|----------------|
| /s/ Steven G. Mihaylo<br>-----<br>Steven G. Mihaylo   | Chairman of the Board, President<br>and Chief Executive Officer<br>(Principal Executive Officer) | April 14, 2003 |
| /s/ Norman Stout<br>-----<br>Norman Stout             | Executive Vice President and<br>Chief Administrative Officer                                     | April 14, 2003 |
| /s/ Craig W. Rauchle<br>-----<br>Craig W. Rauchle     | Executive Vice President and<br>Chief Operating Officer  | April 14, 2003 |
| /s/ Kurt R. Kneip<br>-----<br>Kurt R. Kneip           | Chief Financial Officer  | April 14, 2003 |
| /s/ J. Robert Anderson<br>-----<br>J. Robert Anderson | Director   | April 14, 2003 |
| /s/ Jerry W. Chapman<br>-----<br>Jerry W. Chapman     | Director   | April 14, 2003 |
| /s/ Gary Edens<br>-----<br>Gary Edens                 | Director   | April 14, 2003 |
| -----<br>C. Roland Haden                              | Director   |                |

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## INDEX TO EXHIBITS

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