

OMNICELL, Inc  
Form S-8  
August 30, 2013

As filed with the Securities and Exchange Commission on August 30, 2013

Registration No. 333-

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM S-8**

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

**OMNICELL, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of Incorporation)

**94-3166458**  
(I.R.S. Employer Identification No.)

**590 E. Middlefield Road**

**Mountain View, CA 94043**

**(650) 251-6100**

(Address of principal executive offices)

**2009 Equity Incentive Plan**

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(Full title of the plan)

**Randall A. Lipps**

**President and Chief Executive Officer**

**590 E. Middlefield Road**

**Mountain View, CA 94043**

**(650) 251-6100**

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

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**Copies to:**

**Sally Kay, Esq.**

Cooley LLP

Five Palo Alto Square

3000 El Camino Real

Palo Alto, CA 94306

(650) 843-5000

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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 definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act:

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>

(Do not check if a smaller reporting company)

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Common Stock, par value \$0.001 per share	2,500,000 shares	\$ 21.87	\$ 54,675,000	\$ 7,457.67

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(1) Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the Securities Act ), this Registration Statement shall also cover any additional shares of Registrant s Common Stock that become issuable under the plans set forth herein by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of outstanding shares of Registrant s Common Stock.

(2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) promulgated under the Securities Act. The offering price per share and aggregate offering price are based upon the average of the high and low prices of Registrant s Common Stock as reported on The NASDAQ Global Market on August 28, 2013, in accordance with Rule 457(c) of the Securities Act.

The registration fee is calculated as follows:

Securities	Number of Shares	Offering Price Per Share	Aggregate Offering Price
Shares reserved for future issuance under the 2009 Equity Incentive Plan	2,500,000	\$ 21.87	\$ 54,675,000
Registration Fee			\$ 7,457.67

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**EXPLANATORY NOTE**

OmniceLL, Inc. (the Registrant) previously filed with the Securities and Exchange Commission Registration Statements on Form S-8 relating to the Registrant's 2009 Equity Incentive Plan on May 29, 2009 (File No. 333-159562) and on August 8, 2011 (File No. 333-176146) (together, the Prior Registration Statements). This Registration Statement on Form S-8 (the Registration Statement) is being filed for the purpose of registering an additional 2,500,000 shares of the Registrant's Common Stock to be issued pursuant to the Registrant's 2009 Equity Incentive Plan. Pursuant to General Instruction E of Form S-8, the Prior Registration Statements are incorporated by reference into this Registration Statement.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**ITEM 8. EXHIBITS**

<b>Exhibit Number</b>	<b>Description</b>
4.1	Amended and Restated Certificate of Incorporation of the Registrant. Incorporated by reference to Exhibit 3.1 to our Registration Statement on Form S-1, as amended, filed on March 14, 2001.
4.2	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Registrant. Incorporated by reference to Exhibit 3.2 to our Quarterly Report on Form 10-Q filed on August 9, 2010 (File No. 000-33043).
4.3	Certificate of Designation of Series A Junior Participating Preferred Stock. Incorporated by reference to Exhibit 3.2 to our Annual Report on Form 10-K filed on March 28, 2003 (File No. 000-33043).
4.4	Bylaws of the Registrant, as amended. Incorporated by reference to Exhibit 3.3 to our Quarterly Report on Form 10-Q filed on August 9, 2007 (File No. 000-33043).
4.5	Form of Common Stock Certificate. Incorporated by reference to Exhibit 4.1 to our Registration Statement on Form S-1, as amended, filed on March 14, 2001.
5.1	Opinion of Cooley LLP, as to the legality of securities being registered.
23.1	Consent of Independent Registered Public Accounting Firm.
23.2	Consent of Cooley LLP is contained in Exhibit 5.1 to this Registration Statement.
24.1	Power of Attorney is contained on the signature pages.
99.1	2009 Equity Incentive Plan, as amended. Incorporated by reference to Exhibit 10.2 to our Quarterly Report on Form 10-Q filed on August 9, 2013 (File No. 000-33043).

**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 Mountain View, State of California, on this 28th day of August, 2013.

**OMNICELL, INC.**

By: /s/ Robin G. Seim  
Robin G. Seim  
*Chief Financial Officer and Executive Vice President Finance,  
Administration and Manufacturing*  
(Principal Financial and Accounting Officer)

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**POWER OF ATTORNEY**

**KNOW ALL PERSONS BY THESE PRESENTS**, that each person whose signature appears below constitutes and appoints Randall A. Lipps and Robin G. Seim, and each or any one of them, his true and lawful attorney-in-fact and agent, 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 all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission (the "SEC"), and generally to do all such things in their names and behalf in their capacities as officers and directors to enable the Registrant to comply with the provisions of the Securities Act of 1933 and all requirements of the SEC, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, 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 any of them, or their or his substitutes or substitute, 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 below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Signatures	Title	Date
/s/ Randall A. Lipps Randall A. Lipps	Chief Executive Officer, President and Chairman of the Board ( <i>Principal Executive Officer</i> )	August 27, 2013
/s/ Robin G. Seim Robin G. Seim	Chief Financial Officer and Executive Vice President Finance, Administration and Manufacturing ( <i>Principal Financial and Accounting Officer</i> )	August 28, 2013
/s/ Mark W. Parrish Mark W. Parrish	Director	August 27, 2013
/s/ James T. Judson James T. Judson	Director	August 26, 2013
/s/ Randy D. Lindholm Randy D. Lindholm	Director	August 26, 2013
/s/ Gary S. Petersmeyer Gary S. Petersmeyer	Director	August 26, 2013
/s/ Donald C. Wegmiller Donald C. Wegmiller	Director	August 26, 2013
/s/ Sara J. White Sara J. White	Director	August 26, 2013
/s/ Vance B. Moore Vance B. Moore	Director	August 28, 2013

**EXHIBIT INDEX**

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