

LOGICVISION INC
 Form S-8
 April 29, 2005

As filed with the Securities and Exchange Commission on April 29, 2005.

Registration No. 333-_____

SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549
Form S-8

REGISTRATION STATEMENT
 Under
THE SECURITIES ACT OF 1933

LOGICVISION, INC.

(Exact name of registrant as specified in its charter)

Delaware

94-3166964

(State or other jurisdiction of incorporation of organization)

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

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

95110

(Address of Principal Executive Offices)

(Zip Code)

LOGICVISION, INC. 2000 STOCK INCENTIVE PLAN

(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
 2475 Hanover Street
 Palo Alto, California
 94304-1114
 (650) 233-4500

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

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, \$0.0001 par value	635,000	\$2.35	\$1,492,250	\$176

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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 National Market on April 27, 2005.

The Registration Statement shall become effective upon filing in accordance with Rule 462 under the Securities Act of 1933.

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) and March 17, 2004 (File No. 333-113676) 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, 2004.
- (2) Registrant's Amended Current Report on Form 8-K/A (File No. 0-31773) filed with the Commission on January 14, 2005 and April 18, 2005 and Current Reports on Form 8-K (File No. 0-31773) filed with the Commission on February 4 and February 24, 2005.
- (3) 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 (excluding any portions thereof furnished under Item 2.02 or 7.01 of Form 8-K), 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.

EXHIBITS

**Exhibit
Number**

Exhibit

- | | |
|------|---|
| 5.1 | Opinion of Pillsbury Winthrop Shaw Pittman LLP. |
| 23.1 | Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm. |
| 23.2 | Consent of Sarvas, King & Coleman, P.C., 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). |

D. James Guzy

/s/ MATTHEW RAGGETT

Director

April 29, 2005

Matthew Raggett

/s/ RICHARD C. YONKER

Director

April 29, 2005

Richard C. Yonker

- 2 -

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