

Edgar Filing: STORAGENETWORKS INC - Form S-8

STORAGENETWORKS INC  
Form S-8  
June 12, 2002

As filed with the Securities and Exchange Commission on June 12, 2002

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

STORAGENETWORKS, INC.  
(Exact Name of Registrant as Specified in Its Charter)

Delaware  
(State or Other Jurisdiction of  
Incorporation or Organization)

04-3436145  
(I.R.S. Employer  
Identification No.)

225 Wyman Street  
Waltham, Massachusetts 02451  
(781) 622-6700

(Address, Including Zip Code, and Telephone Number, Including  
Area Code, of Principal Executive Offices)

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2000 STOCK PLAN  
2000 NON-EMPLOYEE DIRECTOR STOCK OPTION PLAN  
2000 EMPLOYEE STOCK PURCHASE PLAN  
(Full Title of the Plan)  
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Dean J. Breda  
Vice President and General Counsel  
225 Wyman Street  
Waltham, Massachusetts 02451  
(781) 622-6700  
(Name, Address, Including Zip Code, 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	Proposed Maximum Aggregate Offering Price
Common Stock \$0.01 par value per share	3,303,440 shares (2)	\$1.745 (3)	\$5,764,502.80

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1. In accordance with Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.

2. Consists of (i) 3,000,000 shares issuable under the 2000 Stock Plan, (ii) 75,000 shares issuable under the 2000 Non-Employee Director Stock Option Plan and (iii) 228,440 shares issuable under the 2000 Employee Stock Purchase Plan.

3. Estimated solely for purposes of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act, and based upon the average of the high and low prices of the Registrant's Common Stock on the Nasdaq National Market on June 7, 2002, a date within five (5) business days of the filing of this Registration Statement.

### PART II

#### STATEMENT OF INCORPORATION BY REFERENCE

This Registration Statement is being filed for the purpose of registering additional securities of the same class as other securities for which registration statements on Form S-8 have previously been filed. Accordingly, pursuant to General Instruction E to Form S-8, except as otherwise set forth below, this Registration Statement on Form S-8 incorporates by reference the contents of the Registration Statements on Form S-8 filed by the Registrant on October 17, 2000 (File No. 333- 48096) relating to our Amended and Restated 1998 Stock Incentive Plan, 2000 Stock Plan, 2000 Non-Employee Director Stock Option Plan and 2000 Employee Stock Purchase Plan, and on October 12, 2001 (File No. 333-71520), relating to our 2000 Stock Plan.

#### ITEM 8. EXHIBITS.

The Exhibit Index immediately preceding the exhibits is incorporated herein by reference.

#### 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 Waltham, Massachusetts, on this 10th day of June, 2002.

STORAGENETWORKS, INC.

By: /s/ Dean J. Breda

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Dean J. Breda

Vice President and General  
Counsel

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.

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Signature -----	Title -----	Date -----
* _____ Peter W. Bell	Chief Executive Officer and Chairman of the Board (Principal executive officer)	June 10, 2002
* _____ Paul C. Flanagan	Chief Operating Officer, Chief Financial Officer and Treasurer (Principal financial and accounting officer)	June 10, 2002

* _____ William D. Miller	Director	June 10, 2002
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* _____ Robert E. Davoli	Director	June 10, 2002
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* _____ Stephen J. Gaal	Director	June 10, 2002
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* _____ Michael D. Lambert	Director	June 10, 2002
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\* By: /s/ Dean J. Breda  
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Dean J. Breda  
Attorney-in-Fact

## EXHIBIT INDEX

Exhibit Number -----	Description -----
5	Opinion of Dean J. Breda, Esq.
23.1	Consent of Dean J. Breda, Esq. (included in Exhibit 5)
23.2	Consent of Ernst and Young LLP
24.1	Powers of attorney