

STARTEK INC
Form S-8
July 28, 2005

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

StarTek, Inc.

(Exact name of registrant as specified in its charter)

Delaware
*(State or other jurisdiction of
incorporation or organization)*

84-1370538
*(I.R.S. employer
Identification No.)*

100 Garfield Street
Denver, Colorado
(Address of principal executive offices)

80206
(Zip code)

STARTEK, INC. STOCK OPTION PLAN

(Full title of the plan)

Steven D. Butler

President and Chief Executive Officer

StarTek, Inc.

100 Garfield St.

Denver, Colorado 80206

(Name and address of agent for service)

(303) 399-2400

(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⁽³⁾ |
|---|--|--|--|---|
| Common stock | 150,000 | \$ 16.40 | \$ 2,460,000 | \$ 289.54 |

⁽¹⁾ Shares to be registered are in addition to the 1,075,000 shares of common stock registered by StarTek, Inc. (the Company) on April 28, 1999 (Registration Statement No. 333-77009), the 600,000 shares of common stock registered by the Company on June 15, 2001 (Registration Statement 333-63106), and the 300,000 shares of common stock registered by the Company on July 16, 2004 (Registration Statement 333-117451).

⁽²⁾ Estimated solely for purposes of calculating the registration fee. Based on the average high and low prices reported on the New York Stock Exchange on **July 22, 2005**, pursuant to Rule 457(h) and (c).

⁽³⁾ Calculated pursuant to Section 6(b) of the Securities Act of 1933 and Fee Rate Advisory #6 for 2005 as follows: proposed maximum aggregate offering price multiplied by .00011770.

Explanatory Statement

On June 14, 2005, the shareholders of StarTek, Inc. (the Company) approved amendments to the StarTek, Inc. Stock Option Plan (the Plan), which increased the number of shares reserved for issuance under the Plan by an aggregate of 150,000 shares. The purposes of this Registration Statement is to register such additional shares for issuance under the Plans.

The Company has prepared this Registration Statement in accordance with the requirements of Form S-8. Pursuant to General Instruction E of Form S-8, the contents of Registration Statement Nos. 333-77009, 333-63106, and 333-117451 relating to the Plan, as amended, are hereby incorporated by reference.

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The Company hereby incorporates by reference in this Registration Statement the following documents:

- (a) The Company s Annual Report on Form 10-K for the year ended December 31, 2004, and
- (b) The Company s Quarterly Report on Form 10-Q for the quarter ended March 31, 2005.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, 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 part thereof from the date of filing of such documents.

Item 8. Exhibits

Exhibit No. Description

- | | |
|------|--|
| 5.1 | Opinion of Faegre & Benson, LLP on legality of stock offered |
| 23.1 | Consent of Ernst & Young, LLP, Independent Registered Public Accounting Firm |
| 23.2 | Consent of Faegre & Benson, LLP (included in Exhibit 5.1) |
| 99.1 | Amendment No. 3. to the StarTek, Inc. Stock Option Plan |

SIGNATURES

Pursuant to the requirements the Securities Exchange 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 Denver, State of Colorado, on July 28, 2005.

StarTek, Inc.

By: /s/ Steven D. Butler

Steven D. Butler
Director, President and Chief Executive Officer
(Principal Executive Officer)

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been duly signed by the following persons in the capacities and on the date indicated.

| | | |
|------------------------------|--|---------------------|
| /s/ Rodd E. Granger | Interim Chief Financial Officer and VP of Finance (Principal Financial and Accounting Officer) | Date: July 28, 2005 |
| Rodd E. Granger | | |
| /s/ A. Emmet Stephenson, Jr. | Director and Chairman of the Board | Date: July 28, 2005 |
| A. Emmet Stephenson | | |
| /s/ Ed Zschau | Director | Date: July 28, 2005 |
| Ed Zschau | | |
| /s/ Kay Norton | Director | Date: July 28, 2005 |
| Kay Norton | | |
| /s/ Albert C. Yates | Director | Date: July 28, 2005 |
| Albert C. Yates | | |

Exhibit Index

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