

ISCO INTERNATIONAL INC
Form S-8
August 14, 2006

As filed with the Securities and Exchange Commission on August 14, 2006

Registration No. 333-_____

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

ISCO INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other Jurisdiction

of Incorporation)

36-3688459
(I.R.S Employer

Identification No.)

1001 Cambridge Drive

Elk Grove Village, Illinois 60007

(Address of Principal Executive Offices)

ISCO International, Inc. 2003 Equity Incentive Plan, as amended

(Full Title of the Plan)

Mr. John S. Thode

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Chief Executive Officer

ISCO International, Inc.

1001 Cambridge Drive

Elk Gove Village, Illinois 60007

(847) 391-9400

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)

COPIES TO:

Barry M. Abelson, Esquire

Pepper Hamilton LLP

3000 Two Logan Square

Eighteenth and Arch Streets

Philadelphia, Pennsylvania 19103-2799

(215) 981-4000

Michael P. Gallagher, Esquire

Pepper Hamilton LLP

1235 Westlakes Drive

Suite 400

Berwyn, Pennsylvania 19312

(610) 640-7800

CALCULATION OF REGISTRATION FEE

| Title of Securities to Be Registered | Amount to Be Registered(1) | Proposed | Proposed | Amount of Registration Fee |
|--------------------------------------|----------------------------------|--|---|-------------------------------------|
| | | Maximum Offering Price Per Share | Maximum Aggregate Offering Price | |
| Common Stock, \$.001 par value | 23,000,000 | \$ 0.31(2) | \$ 7,130,000(2) | \$ 763(2) |

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- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended, this Registration Statement shall also cover any additional shares of the ISCO International, Inc. s common stock that become issuable by reason of any stock dividend, stock-split, recapitalization or other similar transaction effected with the receipt of consideration that increases the number of the ISCO International s outstanding shares of common stock.
- (2) The amount is based on the average of the high and low sales price per share of ISCO International s common stock on the American Stock Exchange on August 10, 2006 and is used solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and (h) under the Securities Act of 1933, as amended.
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PART I

INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

Item 1. Plan Information.

The information required by Part I of Form S-8 is included in documents to be given to the recipient of the securities registered hereby in accordance with Rule 428(b)(1) under the Securities Act of 1933, as amended. Such documents are not being filed with the Securities and Exchange Commission, but constitute, along with the documents incorporated by reference into this Registration Statement, a prospectus that meets the requirements of Section 10(a) of the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

This Registration Statement on Form S-8 registers additional securities of the same class as other securities for which a registration statement on Form S-8 relating to the ISCO International, Inc. 2003 Equity Incentive Plan is effective. Accordingly, pursuant to General Instruction E of Form S-8, the registration statement on Form S-8 (File No. 333-115967) filed May 28, 2004 is hereby incorporated by reference.

Item 8. Exhibits.

The exhibits filed as part of this registration statement are as follows:

| Exhibit | Description |
|----------------|--|
| 4.1 | ISCO International, Inc. 2003 Equity Incentive Plan, as amended (1) |
| 5.1* | Opinion of Pepper Hamilton LLP regarding legality of securities being registered |
| 23.1* | Consent of Grant Thornton LLP |
| 23.2* | Consent of Pepper Hamilton LLP (included in our Opinion filed as Exhibit 5.1 hereto) |
| 24.1* | Powers of Attorney (included on signature page) |

* Filed herewith.

(1) Filed as Appendix A to our Proxy Statement filed with the Securities and Exchange Commission on April 28, 2006 and incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, ISCO International, Inc. 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 Elk Grove Village, Illinois on August 14, 2006.

ISCO INTERNATIONAL, INC.

By: /s/ John S. Thode
John S. Thode

Chief Executive Officer

POWER OF ATTORNEY

Pursuant to the requirements of the Securities Exchange Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated. Each person whose signature appears below in so signing also makes, constitutes and appoints John Thode and Frank Cesario, as his true and lawful attorneys-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 execute and cause to be filed with the Securities and Exchange Commission any and all amendments and post-effective amendments to this Registration Statement and a related registration statement that is to be effective upon filing pursuant to Rule 462(b) under the Securities Act of 1933, and in each case to file the same, with all exhibits thereto and other documents in connection therewith, and hereby ratifies and confirms all that said attorney-in-fact or his substitute or substitutes may 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 by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|-----------------------|---|-----------------|
| /s/ John S. Thode | Chief Executive Officer and Director (Principal Executive Officer) | August 14, 2006 |
| John S. Thode | Chief Executive Officer | |
| /s/ Frank Cesario | Chief Financial Officer (Principal Financial and Accounting Officer) | August 14, 2006 |
| Frank Cesario | | |
| /s/ James Fuentes | Chairman of the Board of Directors | August 14, 2006 |
| James Fuentes | | |
| /s/ Amr Abdelmonem | Chief Technology Officer and Director | August 14, 2006 |
| Amr Abdelmonem | | |
| /s/ George M. Calhoun | Director | August 14, 2006 |
| George M. Calhoun | | |
| /s/ Michael J. Fenger | Director | August 14, 2006 |
| Michael J. Fenger | | |
| /s/ Ralph Pini | Director | August 14, 2006 |
| Ralph Pini | | |

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/s/ Thomas L. Powers

Director

August 14, 2006

Thomas L. Powers

EXHIBIT INDEX

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