

COMPUTER TASK GROUP INC

Form S-8

August 10, 2012

As filed with the Securities and Exchange Commission on August 10, 2012

Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

COMPUTER TASK GROUP, INCORPORATED

(Exact name of registrant as specified in its charter)

New York
(State or other jurisdiction of
incorporation or organization)

800 Delaware Avenue, Buffalo, New York 14209

16-0912632
(I.R.S. Employer
Identification No.)

(Address of Principal Executive Offices, Including Zip Code)

Computer Task Group, Incorporated

First Employee Stock Purchase Plan

(Full Title of the Plan)

Copy to:

Peter P. Radetich, Esq.
Computer Task Group, Incorporated
800 Delaware Avenue
Buffalo, New York 14209
(716) 882-8000

John J. Zak, Esq.
Hodgson Russ LLP
The Guaranty Building
140 Pearl Street, Suite 100
Buffalo, New York 14202
(716) 856-4000

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

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

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

Calculation of Registration Fee

| Title of Securities to be Registered | Amount to be Registered | Proposed Maximum Offering Price Per Share | Proposed Maximum Aggregate Offering Price(1) | Amount of Registration Fee |
|--------------------------------------|-------------------------|---|--|----------------------------|
| Common Stock, par value \$.01 | 250,000 | \$15.945 | \$3,986,250 | \$456.824 |

(1) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) and based upon the average of the reported high and low prices for the shares on NASDAQ composite reporting system on August 7, 2012.

EXPLANATORY NOTE

Reference is made to Registrant's Registration Statement No. 333-66766 on Form S-8 (the **Preceding Registration**), the contents of which are incorporated in this registration by reference. This registration relates to additional securities of the same class for the same employee benefit plan covered by the Preceding Registration. Pursuant to General Instruction E of Form S-8, in addition to incorporating the contents of the Preceding Registration, this registration includes required opinions and consents, the signature page, and any information not in the Preceding Registration.

Part II

Information Required in the Registration Statement

ITEM 5. Interests of Named Experts and Counsel

Certain legal matters with respect to the Common Stock being offered hereby have been passed upon by Peter P. Radetich, Senior Vice President, Secretary and General Counsel to the Registrant. As of August 10, 2012, Mr. Radetich beneficially owned Common Stock of the Registrant in an amount equal to less than one percent of the issued and outstanding shares.

ITEM 8. Exhibits

4. Computer Task Group, Incorporated First Employee Stock Purchase Plan (Ninth Amendment and Restatement) - incorporated by reference to Exhibit A to the Registrant's definitive proxy statement, dated April 4, 2012, for its annual meeting of shareholders held on May 9, 2012, as filed with the SEC on April 4, 2012 (File No. 1-9410).
5. Opinion of Peter P. Radetich, Senior Vice President, Secretary and General Counsel for Registrant as to the legality of securities being registered filed herewith.
23. (a) Consent of Peter P. Radetich, Senior Vice President, Secretary and General Counsel contained in Exhibit 5, filed herewith.
(b) Consent of KPMG LLP filed herewith.
24. Power of Attorney Included in the signature page for this Registration Statement.

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities 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 Buffalo, State of New York, on August 10, 2012.

COMPUTER TASK GROUP, INCORPORATED

BY: /s/ James R. Boldt
James R. Boldt
Chairman and Chief Executive Officer

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 |
|--|---|-----------------|
| (a) Principal Executive Officer | | |
| /s/ James R. Boldt James R. Boldt | Chairman, Chief Executive Officer and Director | August 10, 2012 |
| (b) Principal Financial and Accounting Officer | | |
| /s/ Brendan M. Harrington Brendan M. Harrington | Senior Vice President and Chief Financial Officer | August 10, 2012 |
| (c) Directors | | |
| /s/ James R. Boldt James R. Boldt | | August 10, 2012 |
| /s/ Thomas E. Baker Thomas E. Baker | | August 10, 2012 |
| /s/ Randall L. Clark Randall L. Clark | | August 10, 2012 |
| /s/ William D. McGuire William D. McGuire | | August 10, 2012 |
| /s/ John M. Palms John M. Palms | | August 10, 2012 |
| /s/ Daniel J. Sullivan Daniel J. Sullivan | | August 10, 2012 |

EXHIBIT INDEX

| Exhibit No. | Description | Reference |
|--------------------|--|------------------|
| 4. | Computer Task Group, Incorporated First Employee Stock Purchase Plan (Ninth Amendment and Restatement) | (1) |
| 5 | Opinion of Peter P. Radetich, Senior Vice President, Secretary and General Counsel to Registrant as to legality of securities being registered | |
| 23 (a) | Consent of Peter P. Radetich, Senior Vice President, Secretary and General Counsel (included in Exhibit No. 5) | |
| 23 (b) | Consent of KPMG LLP | |
| 24 | Power of Attorney (included on signature page of this registration statement) | |

(1) Incorporated by reference to Exhibit A to the Registrant's definitive Proxy Statement dated April 4, 2012 in connection with the Registrant's annual meeting of shareholders held on May 9, 2012, as filed with the SEC on April 4, 2012 (File No. 1-9410).