

BOOTS & COOTS INTERNATIONAL WELL CONTROL INC

Form S-8

September 28, 2004

As filed with the Securities and Exchange Commission on September 28, 2004
 Registration Statement 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

BOOTS & COOTS INTERNATIONAL WELL CONTROL, INC.
 (Exact name of registrant as specified in its charter)

DELAWARE
 (State or other jurisdiction
 of incorporation or organization)

11-2908692
 (I.R.S. Employer Identification No.)

11615 N. HOUSTON ROSSLYN
 HOUSTON, TEXAS
 (Address of principal executive offices)

77086
 (Zip Code)

BOOTS & COOTS INTERNATIONAL WELL CONTROL, INC.
 2004 LONG TERM INCENTIVE PLAN
 (Full title of the Plan)

BRIAN KEITH
 CORPORATE SECRETARY
 11615 N. HOUSTON ROSSLYN
 HOUSTON, TEXAS 77086
 (281) 931-8884
 (Name, address and telephone number of agent for service)

Copy to:
 WILLIAM T. HELLER IV
 THOMPSON & KNIGHT LLP
 333 CLAY STREET, SUITE 3300
 HOUSTON, TEXAS 77002
 (713) 654-8111

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(3)
Common Stock, par value \$.00001 per share	6,000,000 shares	\$ 0.79	\$ 4,740,000