

Edgar Filing: EXTENSITY INC - Form S-8

EXTENSITY INC  
Form S-8  
March 07, 2002

As filed with the Securities and Exchange Commission on March 7, 2002  
Registration No. 333-

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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

EXTENSITY, INC.  
(Exact name of registrant as specified in its charter)

DELAWARE  
(State of Incorporation)

68-0368868  
(I.R.S. Employer Identification No.)

-----  
2200 POWELL STREET, SUITE 300  
EMERYVILLE, CA 94608  
(510) 594-5700

(Address of principal executive offices)

-----  
2000 EMPLOYEE STOCK PURCHASE PLAN  
2000 NONSTATUTORY STOCK OPTION PLAN  
1996 STOCK OPTION PLAN

(Full title of the plans)

-----  
ROBERT A. SPINNER  
PRESIDENT AND CHIEF EXECUTIVE OFFICER  
EXTENSITY, INC.  
2200 POWELL STREET, SUITE 300  
EMERYVILLE, CA 94608  
(510) 594-5700

(Name, address, including zip code, and telephone number, including area code,  
of agent for service)

-----  
Copies to:  
JAMES F. FULTON, JR., ESQ.  
COOLEY GODWARD LLP  
FIVE PALO ALTO SQUARE  
3000 EL CAMINO REAL  
PALO ALTO, CA 94306-2155  
(650) 843-5000  
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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
Stock Options and Common Stock (par value \$0.001).....	2,362,757 shares	\$1.62 - \$2.28	\$4,464,453.64

- (1) Pursuant to Rule 416(a), this Registration Statement shall also cover any additional shares of Registrant's Common Stock that become issuable under the plans by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of outstanding shares of Registrant's Common Stock.
- (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(c). The price per share and aggregate offering price are based upon: (a) for shares issuable under the Company's 2000 Employee Stock Purchase Plan, 85% of the average high and low price of Registrant's Common Stock on March 1, 2002 as reported on the Nasdaq National Market; (b) for shares issuable pursuant to outstanding options under the Company's 2000 Nonstatutory Stock Option Plan, as amended, the exercise price of such shares; or (c) for shares issuable pursuant to unissued options under the 2000 Nonstatutory Stock Option Plan, as amended and the 1996 Stock Option Plan, as amended, the average of the high and low prices of Registrant's Common Stock on March 1, 2002 as reported on the Nasdaq National Market. The chart below details the calculation of the registration fee.

TITLE OF SHARES	NUMBER OF SHARES	OFFERING PRICE PER SHARE	AGGREGATE OFFERING PRICE
Common Stock issuable pursuant to the Extensity, Inc. 2000 Employee Stock Purchase Plan	373,067	\$1.62	\$604,368.
Common stock issuable pursuant to the outstanding options under the 2000 Nonstatutory Stock Option Plan, as amended	161,560	\$2.28	\$368,356.
Common Stock issuable pursuant to the unissued options under the 2000 Nonstatutory Stock Option Plan, as amended	833,285	\$1.91	\$1,591,574.

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Common Stock issuable  
pursuant to unissued options  
under the 1996 Stock Option  
Plan, as amended

994,845

\$1.91

\$1,900,153.

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### INCORPORATION BY REFERENCE

The contents of Registration Statement on Form S-8 No. 333-36336 filed with the Securities and Exchange Commission on May 5, 2000, Registration Statement on Form S-8 No. 333-45748 filed with the Securities and Exchange Commission on September 13, 2000, Registration Statement on Form S-8 No. 333-56544 filed with the Securities and Exchange Commission on March 5, 2001 and Registration Statement on Form S-8 No. 333-68960 filed with the Securities and Exchange Commission on September 5, 2001 are incorporated by reference herein.

### EXHIBITS

EXHIBIT  
NUMBER  
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DESCRIPTION  
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4.1(1) Amended and Restated Certificate of Incorporation of Registrant.

4.2(1) Bylaws of Registrant.

5.1 Opinion of Cooley Godward LLP.

23.1 Consent of PricewaterhouseCoopers LLP (Independent Auditors).

23.2 Consent of Cooley Godward LLP is contained in Exhibit 5.1 to this Registration Sta

24.1 Power of Attorney is contained on the signature page.

99.1(1) Registrant's 1996 Stock Option Plan, as amended.

99.2(1) Registrant's 2000 Employee Stock Purchase Plan.

99.3(2) Registrant's 2000 Nonstatutory Stock Option Plan, as amended.

(1) Filed as an exhibit to the Form S-1 Registration Statement (No. 333-90979), as amended, declared effective by the Securities and Exchange Commission on January 26, 2000.

(2) Filed as an exhibit to the Form S-8 Registration Statement (No. 333-45748) and incorporated herein by reference.

1.

### SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended,

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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 Emeryville, State of California, on the 7th day of March, 2002.

EXTENSITY, INC.

By: /s/ Robert A. Spinner

-----  
 Title: President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Robert A. Spinner and Kenneth R. Hahn, and each or any one of them, his true and lawful attorney-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 sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

2.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURES	TITLE	DATE
-----	-----	-----
/s/ ROBERT A. SPINNER ----- ROBERT A. SPINNER	President, Chief Executive Officer and Director (Principal Executive Officer)	March 7, 2002
/s/ KENNETH R. HAHN ----- KENNETH R. HAHN	Chief Financial Officer (Principal Financial Officer)	March 7, 2002
/s/ SHARAM I. SASSON ----- SHARAM I. SASSON	Chairman of the Board of Directors	March 7, 2002
/s/ CHRISTOPHER D. BRENNAN ----- CHRISTOPHER D. BRENNAN	Director	March 7, 2002
/s/ JOHN R. HUMMER ----- JOHN R. HUMMER	Director	March 7, 2002

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/s/ DAVID A. REED Director March 7, 2002  
-----  
DAVID A. REED  
/s/ TED E. SCHLEIN Director March 7, 2002  
-----  
TED E. SCHLEIN

3.

EXHIBIT INDEX

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