

ULTIMATE SOFTWARE GROUP INC

Form S-8

May 15, 2007

As filed with the Securities and Exchange Commission on May 15, 2007

Registration No. 333-_____

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

THE ULTIMATE SOFTWARE GROUP, INC.
(Exact Name of Registrant as Specified in its Charter)

Delaware **65-0694077**
(State or other Jurisdiction of Incorporation or (I.R.S. Employer Identification Number)
Organization)

**2000 Ultimate Way
Weston, FL 33326
(Address, including Zip Code, of
Registrant's Principal Executive Offices)
The Ultimate Software Group, Inc.
Amended and Restated 2005 Equity and Incentive Plan
(Full title of the plan)
Mitchell K. Dauerman
The Ultimate Software Group, Inc.
2000 Ultimate Way
Weston, FL 33326
(954) 331-7000**

(Name, Address, including Zip Code, and Telephone Number,
including Area Code, of Agent for Service)

CALCULATION OF REGISTRATION FEE

Title of Securities	Amount to be	Proposed	Proposed	Amount of
to Be Registered	Registered (1)	Maximum	Maximum	Registration
		Offering	Aggregate	Fee
		Price	Offering	
		Per Share (2)	Price (2)	
Common Stock, par value \$0.01 per share	3,000,000 shares	\$ 27.90	\$ 83,700,000	\$ 2,570

- (1) This Registration Statement covers 3,000,000 additional shares of Common Stock, par value \$0.01 per share (Common Stock), of The Ultimate Software Group, Inc. (the Registrant) that are being registered pursuant to The Ultimate Software Group, Inc. Amended and Restated 2005 Equity and Incentive Plan (the Amended and Restated Plan). These shares of Common Stock reflect an increase of 3,000,000 shares of Common Stock

authorized under the Amended and Restated Plan. This Registration Statement shall also cover a presently indeterminable number of additional shares of Common Stock which may become issuable under the Amended and Restated Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the Registrant's receipt of consideration which results in an increase in the number of the outstanding shares of Common Stock.

- (2) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(h)(1) under the Securities Act of 1933, as amended, on the basis of the average of the high and low prices of the Registrant's Common Stock as reported on the NASDAQ on May 11, 2007
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EXPLANATORY NOTE

This Registration Statement on Form S-8 is filed pursuant to General Instruction E to Form S-8 under the Securities Act of 1933, as amended, for the purpose of registering 3,000,000 additional shares of Common Stock of the Registrant to be issued in satisfaction of awards granted pursuant to the Amended and Restated Plan. The contents of the Registrant's previously filed Form S-8 Registration Statement, Registration No. 333- 125076, as filed with the Securities and Exchange Commission on May 19, 2005, are hereby incorporated by reference in this Registration Statement.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8 Exhibits.

Exhibit Number	Description
5.1	- Opinion of Dewey Ballantine LLP as to legality of securities being registered
23.1	- Consent of KPMG LLP
23.2	- Consent of Dewey Ballantine LLP (included in Exhibit 5.1)
99.1	- The Ultimate Software Group, Inc. Amended and Restated 2005 Equity and Incentive Plan (incorporated by reference to Appendix A to The Ultimate Software Group, Inc.'s 2007 Proxy Statement filed with the Securities Exchange Commission on April 13, 2007)

SIGNATURES

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 Weston, Florida, on this 15th day of May, 2007.

THE ULTIMATE SOFTWARE GROUP,
INC.

By: /s/ Mitchell K. Dauerman
Mitchell K. Dauerman
Executive Vice President, Chief
Financial Officer and Treasurer
(Principal Financial and Accounting
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:

Name	Title	Date
/s/ Scott Scherr Scott Scherr	President, Chief Executive Officer and Chairman of the Board	May 15, 2007
/s/ Mitchell K. Dauerman Mitchell K. Dauerman	Executive Vice President, Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)	May 15, 2007
/s/ Marc D. Scherr Marc D. Scherr	Vice Chairman of the Board and Chief Operating Officer	May 15, 2007
/s/ James A. FitzPatrick, Jr. James A. FitzPatrick, Jr.	Director	May 15, 2007
/s/ LeRoy A. Vander Putten LeRoy A. Vander Putten	Director	May 15, 2007
/s/ Rick A. Wilber Rick A. Wilber	Director	May 15, 2007
/s/ Robert A. Yanover Robert A. Yanover	Director	May 15, 2007

/s/ Alois T. Leiter

Director

May 15, 2007

Alois T. Leiter

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Index to Exhibits

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