

ARI NETWORK SERVICES INC /WI

Form S-8

March 17, 2017

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

Under the Securities Act of 1933

ARI NETWORK SERVICES, INC.

(Exact Name of Registrant as Specified in Charter)

Wisconsin39-1388360

(State of Incorporation) (I.R.S. Employer Identification No.)

10850 West Park Place, Suite 1200

Milwaukee, Wisconsin 53224-302553224

(Zip Code)

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Amended and Restated ARI Network Services, Inc. 2010 Equity Incentive Plan

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William A. Nurthen

Chief Financial Officer

ARI Network Services, Inc.

10850 West Park Place, Suite 1200

Milwaukee, Wisconsin 53224-3025

(414) 973-4300

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

With a copy to:

C.J. Wauters

Godfrey & Kahn, S.C.

780 North Water Street

Milwaukee, Wisconsin 53202

(414) 273-3500

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):

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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(1) | Proposed maximum offering price per share(2) | Proposed maximum aggregate offering price(2) | Amount of registration fee |
|--------------------------------------|----------------------------|----------------------------------------------|----------------------------------------------|----------------------------|
| Common Stock, \$0.001 par value      | 1,200,000                  | \$5.39                                       | \$6,468,000                                  | \$749.64                   |

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(h) under the Securities Act. The price per share and offering price are calculated based on the average of the high and low sales prices of the Registrant's Common Stock on the NASDAQ Capital Market on March 13, 2017, in accordance with Rule 457(c) under the Securities Act.

INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

This Registration Statement is being filed pursuant to General Instruction E to Form S-8 under the Securities Act. In accordance with General Instruction E to Form S-8, the Company hereby incorporates by reference the contents of Registration

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Statement Nos. 333-171491 and 333-193232, filed with the Securities and Exchange Commission on December 30, 2010 and January 8, 2014, respectively, together with all exhibits filed therewith or incorporated therein.

Exhibits

10.1 Amended and Restated ARI Network Services, Inc. 2010 Equity Incentive Plan incorporated by reference to Appendix B to the Registrant's Definitive Proxy Statement on Schedule 14A filed with the SEC on November 28, 2016.

5 Opinion of Godfrey & Kahn, S.C. regarding legality of the Common Stock being registered

23.1 Consent of Godfrey & Kahn, S.C. (included in Exhibit 5)

23.2 Consent of Wipfli LLP

## 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 the City of Milwaukee, State of Wisconsin, on March 17, 2017.

ARI NETWORK SERVICES, INC.

By:/s/ Roy W. Olivier

Roy W. Olivier

President 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           |
|---------------------------|-------------------------------------------------|----------------|
|                           | President, Chief Executive Officer and Director | March 17, 2017 |
| /s/ Roy W. Olivier        | (Principal Executive Officer)                   |                |
| Roy W. Olivier            |                                                 |                |
| /s/ William A. Nurthen    | Chief Financial Officer                         | March 17, 2017 |
| William A. Nurthen        | (Principal Accounting and Financial Officer)    |                |
| /s/ Chad J. Cooper        | Director                                        | March 17, 2017 |
| Chad J. Cooper            |                                                 |                |
| /s/ William H. Luden, III | Director                                        | March 17, 2017 |
| William H. Luden, III     |                                                 |                |
| /s/ William C. Mortimore  | Director                                        | March 17, 2017 |
| William C. Mortimore      |                                                 |                |
| /s/ Robert Y. Newell, IV  | Director                                        | March 17, 2017 |
| Robert Y. Newell, IV      |                                                 |                |
| /s/ P. Lee Poseidon       | Director                                        | March 17, 2017 |
| P. Lee Poseidon           |                                                 |                |



## EXHIBIT INDEX

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