

OSI SYSTEMS INC  
Form S-8  
February 09, 2005

As filed with the Securities and Exchange Commission on February 9, 2005

Registration No. 333-\_\_\_\_\_

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM S-8**

**REGISTRATION STATEMENT**

**UNDER**

**THE SECURITIES ACT OF 1933**

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**OSI SYSTEMS, INC.**

(Exact name of registrant as specified in its charter)

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**California**  
(State of Incorporation)

**33-0238801**  
(I.R.S. Employer Identification Number)

**12525 Chadron Avenue**

**Hawthorne, California 90250**

(Address of Principal Executive Offices) (Zip Code)

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**Amended 1997 Stock Option Plan**

(Full title of the plan)

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**Deepak Chopra**

**President and Chief Executive Officer**

**12525 Chadron Avenue**

**Hawthorne, California 90250**

**(310) 978-0516**

(Name, address and telephone number for service)

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*Copies to:*

**Gerald M. Chizever, Esq.**

**Lawrence S. Venick, Esq.**

**Loeb & Loeb LLP**

**10100 Santa Monica Boulevard, Suite 2200**

**Los Angeles, California 90067**

**(310) 282-2000**

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**CALCULATION OF REGISTRATION FEE**

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|   |                             | <b>Proposed</b>               | <b>Proposed</b>           |                         |
|---|-----------------------------|-------------------------------|---------------------------|-------------------------|
|   | <b>Amount</b>               | <b>Maximum Offering Price</b> | <b>Maximum Aggregate</b>  | <b>Amount of</b>        |
| <b>Title of Securities to be Registered</b> | <b>to be Registered (1)</b> | <b>per Share (2)</b>          | <b>Offering Price (2)</b> | <b>Registration Fee</b> |
| Common Stock, no par value per share        | 1,000,000                   | \$16.90                       | \$16,900,000              | \$1,989.13              |

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- (1) Plus such indeterminate number of additional shares of Common Stock as may be required in the event of a stock dividend, reverse stock split or combination of shares, recapitalization or other change in the Registrant's capital stock.
- (2) Estimated pursuant to Rule 457(h) under the Securities Act of 1933, as amended, solely for the purpose of calculating the registration fee, based upon the average of the high and low sales prices of the Registrant's Common Stock as reported on the Nasdaq National Market on February 7, 2005.



**INTRODUCTION**

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 1,000,000 shares of the Common Stock of OSI Systems, Inc. (the Company) to be issued pursuant to the Company's Amended 1997 Stock Option Plan (the Plan).

In accordance with Section E of the General Instructions to Form S-8, the Registration Statements on Form S-8 filed with the Securities and Exchange Commission on January 28, 1998 (File No. 333-45049) and June 16, 2003 (File No. 333-106176) are hereby incorporated by reference.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits**

| <b>Exhibit<br/>Number</b> | <b>Documents</b>  |
|---------------------------|---|
| 4.1                       | Amended 1997 Stock Option Plan  |
| 5.1                       | Opinion of Loeb & Loeb LLP, Counsel to Company                                  |
| 23.1                      | Consent of Loeb & Loeb LLP (contained in Exhibit 5.1)                           |
| 23.2                      | Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm |
| 24.1                      | Power of Attorney (included on signature page)                                  |



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**POWER OF ATTORNEY**

Each of the undersigned hereby constitutes and appoints Messrs. Deepak Chopra and Anuj Wadhawan, and each of them, as his attorneys-in-fact and agents, with full power of substitution and resubstitution for him or her in any and all capacities, to sign any and all amendments or post-effective amendments to this Registration Statement, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto each of such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary in connection with such matters and hereby ratifying and confirming all that each of such attorneys-in-fact and agents or his substitutes may do or cause to be done by virtue hereof.

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

| <u>Signature</u>                | <u>Title</u>   | <u>Date</u>      |
|---------------------------------|--|------------------|
| <u>/s/ DEEPAK CHOPRA</u>        | Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer) | February 9, 2005 |
| <b>Deepak Chopra</b>            |  |                  |
| <u>/s/ ANUJ WADHAWAN</u>        | Chief Financial Officer (Principal Financial and Accounting Officer)                       | February 9, 2005 |
| <b>Anuj Wadhawan</b>            |  |                  |
| <u>/s/ AJAY MEHRA</u>           | Executive Vice President, President, Security Products Group, and Director                 | February 9, 2005 |
| <b>Ajay Mehra</b>               |  |                  |
| <u>/s/ STEVEN C. GOOD</u>       | Director   | February 9, 2005 |
| <b>Steven C. Good</b>           |  |                  |
| <u>/s/ MEYER LUSKIN</u>         | Director   | February 9, 2005 |
| <b>Meyer Luskin</b>             |  |                  |
| <u>/s/ CHAND R. VISWANATHAN</u> | Director   | February 9, 2005 |
| <b>Chand R. Viswanathan</b>     |  |                  |

**OSI SYSTEMS, INC.**

**REGISTRATION STATEMENT ON FORM S-8**

**INDEX TO EXHIBITS**

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