

BSQUARE CORP /WA
Form S-8
July 16, 2015

Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

BSQUARE CORPORATION
(Exact name of registrant as specified in its charter)

Washington
(State or other jurisdiction of
incorporation or organization)

110 110th Avenue NE, Suite 300

Bellevue, Washington 98004

91-1650880
(I.R.S. Employer
Identification No.)

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(Address of Principal Executive Offices) (Zip Code)

BSQUARE CORPORATION 2011 INDUCEMENT AWARD PLAN

(Full title of the plan)

Jerry D. Chase

President and Chief Executive Officer

110 110th Avenue NE, Suite 300

Bellevue, Washington 98004

(Name and address of agent for service)

(425) 519-5900

(Telephone number, including area code, of agent for service)

Copies to:

Mark F. Worthington, Esq.

Summit Law Group, PLLC

315 Fifth Avenue South, Suite 1000

Seattle, Washington 98104

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.

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	Proposed	Amount of registration fee
		maximum offering price per share	maximum aggregate offering price	
Common Stock, no par value per share	85,000 (2)	\$6.94 (3)	\$589,900.00	\$68.55
Common Stock, no par value per share	115,000 (4)	\$6.88 (5)	\$791,200.00	\$91.94
TOTALS	200,000		\$1,381,100.00	\$160.48

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the Securities Act), this registration statement also covers any additional shares of the registrant's common stock that become issuable under the registrant's BSQUARE Corporation 2011 Inducement Award Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of the registrant's outstanding shares of common stock.
- (2) Represents shares of common stock reserved for issuance pursuant to outstanding awards under the BSQUARE Corporation 2011 Inducement Award Plan as of the filing date of this Registration Statement.
- (3) Computed pursuant to Rule 457(h) under the Securities Act based on the fixed exercise price of the awards granted as of the filing date of this Registration Statement.
- (4) Represents additional shares of common stock available for issuance under the BSQUARE Corporation 2011 Inducement Award Plan.
- (5) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) and Rule 457(c) under the Securities Act based upon the average of the high and low sales price of the common stock on July 9, 2015, as reported on the Nasdaq Global Market.

EXPLANATORY NOTE UNDER GENERAL INSTRUCTION E

REGISTRATION OF

ADDITIONAL SECURITIES AND INCORPORATION BY REFERENCE

This registration statement registers 200,000 additional shares of the registrant's common stock authorized for issuance under the registrant's BSQUARE Corporation 2011 Inducement Award Plan. The additional shares are of the same class as other securities relating to the BSQUARE Corporation 2011 Inducement Award Plan for which the registrant's previous registration statement on Form S-8 (File No. 333-183667), including any amendments thereto or filings incorporated therein, is incorporated by reference into this registration statement pursuant to General Instruction E, except that the provisions contained in Part II of such earlier registration statement are modified as set forth in this registration statement.

PART II

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The registrant hereby incorporates by reference in this registration statement the following documents and information previously filed with the Securities and Exchange Commission (the "Commission"):

- (a) The registrant's Annual Report on Form 10-K filed with the Commission on February 19, 2015;
- (b) The registrant's Quarterly Report on Form 10-Q filed with the Commission on May 14, 2015;
- (c) All other reports filed pursuant to Sections 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), since December 31, 2014; and
- (d) The description of the registrant's common stock contained in the Registration Statement on Form 8-A filed with the Commission on October 15, 1999 (File No. 000-27687), including any amendments or reports filed for the purpose of updating such description.

All documents subsequently filed by the registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this registration statement and to be a part hereof from the date of filing of such documents.

Any statement contained herein or in a document, all or a portion of which is incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or amended, to constitute a part of this registration statement.

Item 8. Exhibits.

See the attached Exhibit Index, which is incorporated herein by reference.

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 Bellevue, State of Washington, on the 16th day of July, 2015.

BSQUARE CORPORATION
(Registrant)

By: /s/ JERRY D. CHASE
Jerry D. Chase

President and Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Jerry D. Chase and Martin L. Heimbigner, or either of them, his true and lawful attorney-in-fact and agent, with the power of substitution and resubstitution, for him in his name, place and stead, in any and all capacities, to sign any or all 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, hereby ratifying and confirming all that said attorney-in-fact and his agent or his substitutes, may lawfully 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 by the following persons in the capacities indicated below on the 16th day of July, 2015.

Signature	Title
/s/ JERRY D. CHASE Jerry D. Chase	President and Chief Executive Officer, Director (Principal Executive Officer)
/s/ MARTIN L. HEIMBIGNER Martin L. Heimbigner	Chief Financial Officer, Secretary and Treasurer (Principal Financial and Accounting Officer)
/s/ ANDREW S.G. HARRIES Andrew S.G. Harries	Chairman of the Board of Directors
/s/ ELLIOTT H. JURGENSEN, JR. Elliott H. Jurgensen, Jr.	Director
/s/ WILLIAM D. SAVOY	Director

William D. Savoy

/s/ KENDRA A. VANDERMEULEN

Director

Kendra A. VanderMeulen

EXHIBIT INDEX

Exhibit

Number	Exhibit
4.1	BSQUARE Corporation 2011 Inducement Award Plan (incorporated by reference to Exhibit 10.1 filed with the registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2011)
5.1	Opinion of Summit Law Group, PLLC
23.1	Consent of Moss Adams LLP, Independent Registered Public Accounting Firm
23.2	Consent of Summit Law Group, PLLC (included in opinion filed as Exhibit 5.1)
24.1	Power of attorney (included on the signature page to this registration statement)
	font-size: 8pt" valign="bottom"> the Class Acquired Nature of Acquisition Transaction (<i>If gift, also give date donor acquired</i>) Securities Acquired Payment Nature of Payment Common Stock
	9/27/2001 Grant of Options pursuant to ConAgra Foods 2000 Stock Plan ConAgra Foods, Inc. 5,000 N/A N/A

INSTRUCTIONS: If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

TABLE II SECURITIES SOLD DURING THE PAST 3 MONTHS

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds
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REMARKS:

INSTRUCTIONS:

See the definition of person in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of

ATTENTION: *The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed. If such person has adopted a written trading plan or given trading*

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Rule 144 to be aggregated with sales for the account of the person filing this notice.

instructions to satisfy Rule 10b5-1 under the Exchange Act, by signing this form and indicating the date that the plan was adopted or the instructions given, that person makes such representation as of the plan adoption or instruction date.

9/23/2011

/s/ Paul T. Maass

DATE OF NOTICE

(SIGNATURE)

DATE OF PLAN ADOPTION OR GIVING OF
INSTRUCTION,
IF RELYING ON RULE 10B5-1

The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed signatures.

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001)