

AUGUST TECHNOLOGY CORP
Form S-8
March 11, 2004

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

Under
The Securities Act of 1933

AUGUST TECHNOLOGY CORPORATION

(Exact Name of Registrant as Specified in its Charter)

Minnesota

(State or Other Jurisdiction of Incorporation or Organization)

41- 1729485

(I.R.S. Employer Identification Number)

4900 West 78th Street, Bloomington, Minnesota 55435

(Address of Principal Executive Office and Zip Code)

August Technology Corporation 1997 Stock Incentive Plan

(Full Title of the Plan)

John M. Vasuta

Vice President of Intellectual Property and General Counsel

August Technology Corporation

4900 West 78th Street

Bloomington, Minnesota 55435

(952) 820-0080

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

Copies to:

Robert K. Ranum, Esq.

Fredrikson & Byron, P.A.

1100 International Centre

Minneapolis, Minnesota 55402

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
Options to Purchase Common Stock under the 1997 Stock Incentive Plan	Indefinite	\$0.00	\$0	\$0.00
	400,000 shares	\$16.57	\$6,628,000	\$839.77

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Common Stock issuable upon exercise of
options granted under the 1997 Stock
Incentive Plan

TOTAL:

\$839.77

- (1) In addition, pursuant to Rule 416 under the Securities Act of 1933, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan described herein and any additional securities which may become issuable pursuant to anti-dilution provisions of the plan.
- (2) Estimated pursuant to Rule 457(h) solely for the purpose of calculating the registration fee and based upon the average of the high and low prices of the Registrant's Common Stock on March 4, 2004.
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The purpose of this Registration Statement is to register additional shares for issuance under the Registrant's 1997 Stock Incentive Plan. The contents of the Registrant's Registration Statements on Form S-8, Reg. No. 333-45858 and Reg. No. 333-67248, are incorporated herein by reference.

SIGNATURES

The Registrant. 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 Bloomington and State of Minnesota, on the 11th day of March, 2004.

AUGUST TECHNOLOGY CORPORATION
(the "Registrant")

By /s/ JEFF L. O'DELL

Jeff L. O'Dell, Chief Executive Officer

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.

(Power of Attorney)

Each of the undersigned constitutes and appoints Jeff L. O'Dell and Stanley D. Piekos his true and lawful attorney-in-fact and agent, each acting alone, with full powers of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign the Form S-8 Registration Statement of August Technology Corporation relating to the Company's 1997 Stock Incentive Plan and any or all amendments or post-effective amendments to the Form S-8 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, each acting alone, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, each acting alone, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Signature	Title	Date
/s/ JEFF L. O'DELL Jeff L. O'Dell	Chief Executive Officer and Director (principal executive officer)	March 11, 2004

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Signature	Title	Date
/s/ STANLEY D. PIEKOS		
Stanley D. Piekos	Chief Financial Officer (principal financial officer)	March 11, 2004
/s/ SCOTT A. GABBARD		
Scott A. Gabbard	Chief Accounting Officer and Vice President, Finance (principal accounting officer)	March 11, 2004
/s/ JAMES A. BERNARDS		
James A. Bernards	Director	March 11, 2004
/s/ ROGER E. GOWER		
Roger E. Gower	Director	March 11, 2004
/s/ MICHAEL W. WRIGHT		
Michael W. Wright	Director	March 11, 2004
/s/ LINDA HALL WHITMAN		
Linda Hall Whitman	Director	March 11, 2004

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Washington, D.C. 20549

AUGUST TECHNOLOGY CORPORATION

Form S-8 Registration Statement

EXHIBIT INDEX

Exhibit Number	Exhibit Description
5.1*	Opinion and Consent of counsel re securities under the Plan
23.1	Consent of counsel (See Exhibit 5)
23.2*	Consent of independent accountants
24.1	Power of attorney (See Signature Page)

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