

BRIGHTPOINT INC  
Form S-8  
July 01, 2009

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As filed with the Securities and Exchange Commission on July 1, 2009.

Registration No. 333-

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

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

**BRIGHTPOINT, INC.**

(Exact name of registrant as specified in its charter)

Indiana

35-1778566

(State or other jurisdiction of incorporation  
or organization)

(I.R.S. Employer Identification No.)

7635 Interactive Way, Suite 200, Indianapolis, Indiana

46278

(Address of principal executive offices)

(Zip Code)

Brightpoint, Inc. 2004 Long-Term Incentive Plan  
(Full title of the plan)

Robert J. Laikin, Chairman of the Board, Chief Executive Officer  
Brightpoint, Inc.

7635 Interactive Way, Suite 200  
Indianapolis, Indiana 46278

(Name and address of agent for service)  
(317) 707-2355

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

Copy to:

Robert J. Mittman, Esq.  
Blank Rome LLP  
405 Lexington Avenue  
New York, New York 10174

Indicate by check mark whether the registrant is 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  Smaller reporting company   
(Do not check if a smaller reporting company)

**CALCULATION OF REGISTRATION FEE**

Title of Securities to	Amount to be	Proposed Maximum Aggregate Offering	Proposed Maximum Aggregate Offering	Amount of Registration Fee
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be Registered Common Stock, par value \$.01 per share	Registered (1)	Price Per Share(2)	Price (2)	(3)
	9,173,953 shares	\$6.21	\$56,970,249	\$3,179

(1) Represents the additional number of shares of Brightpoint, Inc. (the Registrant ) common stock, par value \$.01 per share ( Common Stock ), that may be granted under the Registrant s 2004 Long-Term Incentive Plan, as amended (the Incentive Plan ). In addition, pursuant to Rule 416 under the Securities Act of 1933 (the Securities Act ), this registration statement also registers an indeterminate number of shares of the Registrant s Common Stock which may become issuable pursuant to the anti-dilution provisions of the Incentive Plan.

(2) Calculated solely for the purpose of determining the registration fee pursuant to Rule

457 under the Securities Act, based upon the average of the high and low sales prices of the Registrant's common stock as reported by Nasdaq on June 26, 2009.

- (3) Pursuant to General Instruction E of Form S-8, a filing fee is only being paid with respect to registration of additional securities for the Incentive Plan.
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Explanatory Note

This Registration Statement on Form S-8 is filed by the Registrant to register an additional 9,173,953 shares of Common Stock (the Additional Shares ) which may be awarded under the Incentive Plan pursuant to amendments to the Incentive Plan authorized by the shareholders of the Registrant on May 13, 2008, and May 5, 2009. The Additional Shares are in addition to the 4,050,000 shares (as adjusted for stock splits) originally registered under the Incentive Plan on Form S-8 (Commission File No. 333-118769) filed on September 2, 2004 (the Incentive Plan Prior Registration Statement ) and increase the aggregate number of shares of Common Stock that may be subject to awards under the Incentive Plan from 4,050,000 to 13,223,953. Pursuant to Instruction E of Form S-8, the Incentive Plan Prior Registration Statement is hereby incorporated by reference.

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PART II

Item 8. Exhibits.

SIGNATURES

Exhibit Index

EX-5.1

EX-23.1

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PART II  
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Exhibit No.	Description
5.1*	Opinion of Ice Miller LLP
23.1*	Consent of Ernst & Young, LLP
23.2*	Consent of Ice Miller LLP (included in Exhibit 5.1)
24.1	Power of Attorney (included on the Signature Page of this Registration Statement)
99.1	Brightpoint, Inc. 2004 Long-Term Incentive Plan, as Amended (incorporated by reference to Annex A to the Proxy Statement of the Registrant, filed with the Commission on March 23, 2009)

\* Filed herewith.

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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 Indianapolis, State of Indiana, on the 30th day of June 2009.

**BRIGHTPOINT, INC.**

By: /s/ Robert J. Laikin  
 Robert J. Laikin  
 Chairman of the Board and  
 Chief Executive Officer

Each person whose signature appears below authorizes each of Robert J. Laikin and Steven E. Fivel, or either of them acting individually, as his true and lawful attorney-in-fact, each with full power of substitution, to sign the Registration Statement on Form S-8 of Brightpoint, Inc. including any and all pre-effective and post-effective amendments, in the name and on behalf of each such person, individually and in each capacity stated below, and to file the same, with exhibits thereto and other documents in connection therewith with the Securities and Exchange Commission.

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 date indicated.

Signature	Title	Date
/s/ Robert J. Laikin Robert J. Laikin	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	June 30, 2009
/s/ Anthony W. Boor Anthony W. Boor	Executive Vice President, Chief Financial Officer (Principal Financial Officer)	June 30, 2009
/s/ Vincent Donargo Vincent Donargo	Vice President, Corporate Controller, Chief Accounting Officer	June 30, 2009
/s/ Eliza Hermann Eliza Hermann	Director	June 30, 2009
/s/ Jorn P. Jensen Jorn P. Jensen	Director	June 30, 2009
/s/ Thorleif Krarup Thorleif Krarup	Director	June 30, 2009
/s/ Jan Gesmar-Larsen Jan Gesmar-Larsen	Director	June 30, 2009

Jan Gesmar-Larsen

/s/ Marisa E. Pratt Director June 30, 2009

Marisa E. Pratt

/s/ Richard W. Roedel Director June 30, 2009

Richard W. Roedel

/s/ Jerre L. Stead Director June 30, 2009

Jerre L. Stead

/s/ K.P. Wilska Director June 30, 2009

K.P. Wilska

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