

STELLENT INC  
Form S-8  
August 25, 2004

As filed with the Securities and Exchange Commission on August 25, 2004

Registration No. 333-

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**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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**STELLENT, INC.**

(Exact name of Registrant as specified in its charter)

**Minnesota**

**41-1652566**

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(State or other jurisdiction of  
incorporation or organization)

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

**7777 Golden Triangle Drive  
Eden Prairie, Minnesota**

**55344**

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(Address of principal executive  
offices)

(Zip Code)

**STELLENT, INC.  
1997 DIRECTOR STOCK OPTION PLAN  
(Full title of the plan)**

**Gregg A. Waldon**

Executive Vice President, Chief Executive Officer, Secretary and Treasurer

7777 Golden Triangle Drive  
Eden Prairie, Minnesota 55344

(Name and address of agent for service)

(952) 903-2000

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

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copy to:

**Kris Sharpe**

Faegre & Benson LLP  
 2200 Wells Fargo Center  
 90 South Seventh Street  
 Minneapolis, Minnesota 55402  
 (612) 766-7000

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered</b>	<b>Proposed Maximum Offering Price Per Share (1)</b>	<b>Proposed Maximum Aggregate Offering Price (1)</b>	<b>Amount of Registration Fee</b>
Common Stock, \$.01 par value	200,000 shares	\$ 6.68	\$ 1,336,000	\$ 170.00

(1) Estimated solely for the purpose of determining the registration fee pursuant to the provisions of Rule 457(h) under the Securities Act of 1933 based on the average of the high and low sale prices per share of the Registrant's Common Stock as quoted on the Nasdaq National Market on August 20, 2004.

**STELLENT, INC.**

**EXPLANATORY NOTE**

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 200,000 shares of the Registrant's Common Stock to be issued pursuant to the Registrant's 1997 Director Stock Option Plan (Amended and restated as of June 2, 2004) (the "Plan"). The Registration Statements previously filed with the Commission relating to the Plan (File Nos. 333-66449 and 333-102130) are incorporated by reference herein.

**EXHIBITS**

<b>Exhibit</b>	<b>Description</b>
4.1	Amended and Restated Articles of Incorporation (1)
4.2	Amended and Restated Bylaws (2)
4.3	Share Rights Agreement between the Registrant and Wells Fargo Bank, Minnesota, N.A., as Rights Agent, dated as of May 29, 2002 (3)
5	Opinion of Faegre & Benson LLP as to the legality of the shares being registered
23.1	Consent of Faegre & Benson LLP (contained in Exhibit 5 to this Registration Statement)
23.2	Consent of Grant Thornton LLP
24	Powers of Attorney (included on page 2 of this Registration Statement)
99	Stellent, Inc. 1997 Director Stock Option Plan (Amended and restated as of June 2, 2004) (4)

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- (1) Incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed August 30, 2001 (File No. 0-19817).
- (2) Incorporated by reference to Exhibit 4.2 of the Company's Registration Statement on Form S-8 (File No. 333-75828).
- (3) Incorporated by reference to Exhibit 99.1 of the Company's Registration Statement on Form 8-A12G filed June 3, 2002 (File No. 0-19817).
- (4) Incorporated by reference to Exhibit B to the Company's Definitive Proxy Statement on Schedule 14A, filed with the Commission on July 2, 2004 (File No. 0-19817).
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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Company 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 Eden Prairie, State of Minnesota, on August 25, 2004.

**STELLENT, INC.**

By /s/ Gregg A. Waldon  
 Gregg A. Waldon  
*Executive Vice President, Chief Financial  
 Officer, Treasurer and Secretary*

**POWERS OF ATTORNEY**

Each of the undersigned hereby appoints Robert F. Olson and Gregg A. Waldon, and each of them (with full power to act alone), as attorneys and agents for the undersigned, with full power of substitution, for and in the name, place and stead of the undersigned, to sign and file with the Securities and Exchange Commission under the Securities Act of 1933, as amended, any and all amendments and exhibits to this Registration Statement and any and all applications, instruments and other documents to be filed with the Securities and Exchange Commission pertaining to the registration of the securities covered hereby, with full power and authority to do and perform any and all acts and things whatsoever requisite and necessary or desirable.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons, representing a majority of the Board of Directors, in the capacities indicated on August 25, 2004.

<b>Signature</b>	<b>Title</b>
_____ /s/ Robert F. Olson	Chairman of the Board, President and Chief Executive
_____ Robert F. Olson	Officer (Principal Executive Officer and Director)
_____ /s/ Gregg A. Waldon	Executive Vice President, Chief Financial Officer, Treasurer and Secretary (Principal Financial Officer and Principal Accounting Officer)
_____ Gregg A. Waldon	Director
_____ /s/ Kenneth H. Holec	Director
_____ Kenneth H. Holec	Director
_____ /s/ Alan B. Menkes	Director
_____ Alan B. Menkes	Director
_____ /s/ Philip E. Soran	Director
_____ Philip E. Soran	

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/s/ Raymond A. Tucker

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Director

Raymond A. Tucker  
/s/ Steven C. Waldron

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Director

Steven C. Waldron

## INDEX TO EXHIBITS

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