

COAST DISTRIBUTION SYSTEM INC  
Form S-8  
April 15, 2010

As filed with the Securities and Exchange Commission on April 15, 2010

Registration No. 333-

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

**FORM S-8**  
**REGISTRATION STATEMENT**

*Under*

*The Securities Act of 1933*

**THE COAST DISTRIBUTION SYSTEM, INC.**

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**94-2490990**  
(I.R.S. Employer  
Identification No.)

**350 Woodview Avenue, Morgan Hill, California**  
(Address of principal executive offices)

**95037**  
(Zip Code)

**2008 EQUITY INCENTIVE PLAN**

(Full title of the plan)

**Jim Musbach, President and Chief Executive Officer**

**The Coast Distribution System, Inc.**

**350 Woodview Avenue, Morgan Hill, California 95037**

(Name and address of agent for service)

**(408) 782-6686**

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

*Copy to:*

**Ben A. Frydman, Esq.**

**Stradling Yocca Carlson & Rauth, a Professional Corporation**

**660 Newport Center Drive, Suite 1600, Newport Beach, California 92660**

**(949) 725-4000**

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 12b2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company



**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities</b>	<b>Amount To Be Registered<sup>(1)</sup></b>	<b>Proposed Maximum Offering Price Per Share<sup>(2)</sup></b>	<b>Proposed Maximum Aggregate Offering Price<sup>(2)</sup></b>	<b>Amount of Registration Fee</b>
<b>To Be Registered</b> Common Stock, \$0.001 par value	936,833 shares	\$4.36	\$4,084,592	\$292.00

- (1) Also registered hereunder are an indeterminate number of shares which may become issuable pursuant to the anti-dilution adjustment provisions of the Registrant's 2008 Equity Incentive Plan (the "2008 Plan").
- (2) The aggregate offering price for the 936,833 shares of Common Stock registered hereby which may be issued under the 2008 Plan is estimated solely for the purpose of calculating the registration fee, in accordance with Rule 457(h)(1), on the basis of the price of securities of the same class as determined in accordance with Rule 457(c), using the average of the high and low prices, as reported by the American Stock Exchange, of the Common Stock on April 13, 2010, which was \$4.36 per share.

**PART I**

**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

In accordance with Rule 428(b) under the Securities Act of 1933, as amended (the Securities Act), the documents containing the information called for by Part I of Form S-8 will be sent or given to individuals who participate in the 2008 Equity Incentive Plan and are not being filed with or included in this Form S-8.

**PART II**

**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The following documents, which have been filed by The Coast Distribution System, Inc. (referred to herein as the Company, our, we or us) with the Securities and Exchange Commission (the Commission), are incorporated herein by this reference:

- (a) The Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2009, as filed with the Commission on March 31, 2010.
- (b) The Company's definitive Proxy Statement for its 2009 Annual Stockholders Meeting, as filed with the Commission on July 23, 2009.
- (c) The description of the Company's Common Stock that is contained in the subsection, entitled Description of Securities contained in Item 2 of Part II of the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 1998, as filed with the Commission under the Exchange Act as of May 14, 1998, including any amendment or report filed for the purpose of updating such description.
- (d) All other reports filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act) since the end of the fiscal year covered by the Annual Report referred to in paragraph (a) above.

All documents subsequently filed by us pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be part hereof from the date of filing such documents. For the purposes of this registration statement, any statement in a document incorporated by reference shall be deemed to be modified or superseded to the extent that a statement contained in this registration statement modifies or supersedes a statement in such document. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

**Item 4. Description of Securities.**

Not applicable.

**Item 5. Interests of named Experts and Counsel.**

Ben A. Frydman, who serves as a member of the Company's Board of Directors, is a shareholder of Stradling Yocca Carlson & Rauth, a Professional Corporation, which provides legal services to the Company. Mr. Frydman owns a total of 9,000 shares of the Company's common stock and holds options, granted under Company stock incentive plans, to purchase an additional 20,000 shares, of the Company's common stock.

**Item 6. Indemnification of Directors and Officers.**

The Delaware General Corporation Law (the "DGCL") permits a corporation to indemnify officers, directors, employees and agents for actions taken in good faith and in a manner they reasonably believed to be in, or not opposed to, the best interests of the corporation, and with respect to any criminal action, which they had no reasonable cause to believe was unlawful. The DGCL provides that a corporation may advance expenses of defense (upon receipt of a written undertaking to reimburse the corporation if indemnification is not appropriate) and must reimburse a successful defendant for expenses, including attorney's fees, actually and reasonably incurred, and permits a corporation to purchase and maintain liability insurance for its directors and officers. The DGCL provides that indemnification may not be made for any claim, issue or matters as to which a person has been adjudged by a court of competent jurisdiction, after exhaustion of all appeals therefrom, to be liable to the corporation, unless and only to the extent a court determines that the person is entitled to indemnity for such expenses as the court deems proper.

The Company's Amended and Restated Bylaws provide that the Company will indemnify its directors and officers and may indemnify its employees and other agents to the fullest extent permitted by the DGCL. The Company believes that indemnification under its Bylaws covers at least negligence and gross negligence by indemnified parties, and permits the Company to advance litigation expenses in the case of stockholder derivative actions or other actions, against an undertaking by the indemnified party to repay such advances if it is ultimately determined that the indemnified party is not entitled to indemnification. The Company maintains liability insurance for its officers and directors.

In addition, the Company's Amended and Restated Certificate of Incorporation provides that, pursuant to the DGCL, its directors shall not be liable for monetary damages for breach of the directors' fiduciary duty to the Company and its stockholders. This provision in the Amended and Restated Certificate of Incorporation does not eliminate the directors' fiduciary duty, and in appropriate circumstances equitable remedies such as injunctive or other forms of non-monetary relief will remain available under the DGCL. In addition, each director will continue to be subject to liability for breach of the director's duty of loyalty to the Company for acts or omissions not in good faith or involving intentional misconduct, for knowing violations of law, for actions leading to improper personal benefit to the director, and for payment of dividends or approval of stock repurchases or redemptions that are unlawful under the DGCL. The provision also does not affect a director's responsibilities under any other law, such as the federal securities laws or state or federal environmental laws.

The Company has entered into separate indemnification agreements with its directors and officers. These agreements require the Company, among other things, to indemnify them against liabilities that may arise by reason of their status or service as directors or officers (other than liabilities arising from actions not taken in good faith or in a manner the indemnitee believed to be opposed to the best interests of the Company), and to advance their expenses incurred as a result of any proceeding against them as to which they could be indemnified. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers or persons controlling the Company pursuant to the foregoing provisions, the Company has been informed that in the opinion of the Commission, such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

**Item 7. Exemption from Registration Claimed.**

Not Applicable.

**Item 8. Exhibits.**

<b>Exhibit Number</b>	<b>Description of Document</b>
3.1	Amended and Restated Certificate of Incorporation of the Company as filed with the Delaware Secretary of State on July 1, 1997 and as in effect since that date (incorporated by reference to Exhibit B to the Company's Definitive Proxy Statement dated and filed with the Commission on July 3, 1997).
3.3	Amended and Restated Bylaws of the Company effective as of December 19, 2007 (Incorporated by reference to the Exhibit 3.3 to the Company's Current Report on Form 8-K dated December 19, 2007).
5.1	Opinion of Stradling Yocca Carlson & Rauth, a Professional Corporation.
10.1	The Coast Distribution System, Inc. 2008 Equity Incentive Plan (incorporated by reference to Appendix A to the Company's Definitive Proxy Statement dated and filed with the SEC on July 22, 2008).
23.1	Consent of Burr Pilger Mayer, Inc., Independent Registered Public Accounting Firm.
23.3	Consent of Stradling Yocca Carlson & Rauth (contained in Exhibit 5.1 hereto).
24.1	Power of Attorney (included on the signature page to the Registration Statement).

**Item 9. Undertakings.**

(a) We hereby undertake:

1. To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

- i. To include any prospectus required by section 10(a)(3) of the Securities Act of 1933;
- ii. To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement.
- iii. To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

*Provided however*, that paragraphs (a)(1)(i) and (a)(1)(ii) of this section do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this registration statement.

2. That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

3. To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) We hereby undertake that, for purposes of determining any liability under the Securities Act, each filing of our annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.



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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Morgan Hill, State of California, on April 15, 2010.

THE COAST DISTRIBUTION SYSTEM, INC.

By: */s/* JAMES MUSBACH  
**Jim Musbach**  
**President and Chief Executive Officer**

**POWER OF ATTORNEY**

We, the undersigned directors and officers of The Coast Distribution System, Inc., do hereby constitute and appoint Thomas R. McGuire, Jim Musbach and Sandra Knell, and each of them individually, our true and lawful attorneys and agents, to do any and all acts and things in our name and behalf in our capacities as directors and officers and to execute any and all instruments for us, in our names and in our capacities indicated below, which said attorneys and agents, or any of them, may deem necessary or advisable to enable said corporation to comply with the Securities Act of 1933, as amended, and any rules, regulations, and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including, without limitation, any and all amendments (including post-effective amendments) to this Registration Statement and we do hereby ratify and confirm all that the said attorneys and agents, and any of them, shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<i>/s/</i> JAMES MUSBACH <b>James Musbach</b>	President, Chief Executive Officer and Director (Principal Executive Officer)	April 15, 2010
<i>/s/</i> SANDRA A. KNELL <b>Sandra A. Knell</b>	Executive Vice President & Chief Financial Officer (Principal Financial and Principal Accounting Officer)	April 15, 2010
<i>/s/</i> THOMAS R. MCGUIRE <b>Thomas R. McGuire</b>	Executive Chairman, Chairman of the Board and Director	April 15, 2010
<i>/s/</i> JOHN W. CASEY <b>John W. Casey</b>	Director	April 15, 2010
<i>/s/</i> LEONARD P. DANNA <b>Leonard P. Danna</b>	Director	April 15, 2010
<i>/s/</i> BEN A. FRYDMAN <b>Ben A. Frydman</b>	Director	April 15, 2010
<i>/s/</i> ROBERT S. THROOP <b>Robert S. Throop</b>	Director	April 15, 2010

**Robert S. Throop**

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**EXHIBIT INDEX**

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