

SUPPORTSOFT INC
Form S-8
July 17, 2002

As filed with the Securities and Exchange Commission on July 17, 2002

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

SUPPORTSOFT, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

94-3282005
(I.R.S. Employer
Identification No.)

575 Broadway
Redwood City, CA
(Address of principal executive offices)

94063
(Zip Code)

SupportSoft, Inc. 2000 Omnibus Equity Incentive Plan
(Full title of the plans)

Copy to:

Radha R. Basu
President, Chief Executive Officer and Chairman
SupportSoft, Inc.
575 Broadway
Redwood City, CA 94063
(650) 556-9440
(Name, address and telephone
number of agent for service)

Davina K. Kaile, Esq.
Pillsbury Winthrop LLP
2550 Hanover Street
Palo Alto, CA 94304
(650) 233-4500

CALCULATION OF REGISTRATION FEE

Title of Securities To Be Registered(1)	Amount To Be Registered(2)	Proposed Maximum Offering	Proposed	Amount of Registration Fee
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Price Per Share(3) Maximum Aggregate
Offering Price(3)

Common Stock, par value \$0.0001 per share: To
be issued under the SupportSoft, Inc. 2000

Omnibus Equity Incentive Plan	1,668,568	\$	2.30	\$	3,837,706	\$	353
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- (1) The securities to be registered include options and rights to acquire Common Stock.
 - (2) Calculated pursuant to General Instruction E to Form S-8. Pursuant to Rule 416, this registration statement also covers any additional securities that may be offered or issued in connection with any stock split, stock dividend, recapitalization or any other similar transaction effected without the receipt of consideration, which results in an increase in the number of the Registrant's outstanding shares of Common Stock.
 - (3) Estimated pursuant to Rule 457(h) and 457(c) under the Securities Act of 1933 solely for the purposes of calculating the registration fee, based upon the average of the high and low sales prices of a share of the Registrant's Common Stock as reported on the Nasdaq National Market on July 10, 2002.

The Registration Statement shall become effective upon filing in accordance with Rule 462 under the Securities Act of 1933.

**INFORMATION REQUIRED PURSUANT
TO GENERAL INSTRUCTION E TO FORM S-8**

General Instruction E Information

This Registration Statement is being filed for the purpose of increasing the number of securities of the same class as other securities for which a Registration Statement of the Registrant on Form S-8 relating to the same employee benefit plan is effective.

Registrant's Form S-8 Registration Statement filed with the Securities and Exchange Commission on October 27, 2000 (File No. 333-48726) and July 26, 2001 (File No. 333-65964) are hereby incorporated by reference.

PART II

Incorporation of Documents by Reference.

The following documents filed by the Registrant with the Securities and Exchange Commission (the Commission) are hereby incorporated by reference in this Registration Statement:

- (a) The Registrant's Annual Report on Form 10-K (File No. 0-30901) for the fiscal year ended December 31, 2001, filed with the Commission on March 29, 2002.
- (b) The Registrant's Quarterly Report on Form 10-Q (File No. 0-30901) for the quarter ended March 31, 2002, filed with the Commission on May 15, 2002.
- (c) The Registrant's Current Report on Form 8-K (File No. 0-30901), filed with the Commission on June 28, 2002.
- (d) The Registrant's Current Report on Form 8-K (File No. 0-30901), filed with the Commission on March 22, 2002.
- (e) The description of Registrant's Capital Stock contained in Registrant's registration statement on Form 8-A, filed June 27, 2000 (File No. 0-30901) pursuant to Section 12(g) of the Exchange Act, including any amendment or report filed for the purpose of updating such description.

In addition, all documents filed by Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act of 1934, as amended, on or after the date of this Registration Statement 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 a part hereof from the date of filing of such documents.

Any statement contained in this Registration Statement or in a document incorporated by reference in this Registration Statement shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in this

Registration Statement or in any subsequently filed document that is deemed to be incorporated by reference in this Registration Statement modifies or supersedes such statement.

Exhibits.

Exhibit No.	Description
5.1	Opinion of Pillsbury Winthrop LLP
23.1	Consent of Ernst & Young LLP, Independent Auditors
23.2	Consent of Pillsbury Winthrop LLP (included in Exhibit 5.1)