

BSQUARE CORP /WA  
Form S-8  
March 17, 2011

As filed with the Securities and Exchange Commission on March 17, 2011

Registration No. 333-\_\_\_\_\_

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

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

**BSQUARE CORPORATION**

(Exact name of registrant as specified in its charter)

Washington  
(State or other jurisdiction of  
incorporation or organization)

91-1650880  
(I.R.S. Employer  
Identification No.)

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**110 110<sup>th</sup> Avenue NE, Suite 200**

**Bellevue, Washington 98004**

(Address of Principal Executive Offices) (Zip Code)

**THIRD AMENDED AND RESTATED STOCK PLAN**

(Full title of the plan)

**Brian T. Crowley**

**President and Chief Executive Officer**

**110 110<sup>th</sup> Avenue NE, Suite 200**

**Bellevue, Washington 98004**

(Name and address of agent for service)

**(425) 519-5900**

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

*Copies to:*

**Michael J. Erickson, Esq.**

**Summit Law Group, PLLC**

**315 Fifth Avenue South, Suite 1000**

**Seattle, Washington 98104**

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 12b-2 of the Exchange Act.

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Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
<b>Common Stock, no par value per share</b>	<b>375,000 (2)</b>	<b>\$7.02 (3)</b>	<b>\$2,632,500.00</b>	<b>\$305.63</b>
<b>TOTALS</b>	<b>375,000</b>		<b>\$2,632,500.00</b>	<b>\$305.63</b>

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the Securities Act ), this Registration Statement also covers any additional shares of the registrant s common stock that become issuable under the registrant s Third Amended and Restated Stock Plan (the Plan ), by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of the registrant s outstanding shares of common stock.
- (2) Represents additional shares of Common Stock available for issuance under the Plan.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) under the Securities Act based upon the average of the high and low sales price of the Common Stock on March 15, 2011, as reported on the Nasdaq Global Market.

**STATEMENT UNDER GENERAL INSTRUCTION E**

**REGISTRATION OF**

**ADDITIONAL SECURITIES AND INCORPORATION BY REFERENCE**

This Registration Statement registers 375,000 additional shares of the registrant's Common Stock authorized for issuance under the registrant's Third Amended and Restated Stock Plan, as a result of the operation of the evergreen provision contained therein. The contents of the previous Registration Statements on Form S-8 (File No. 333-89333, File No. 333-70210, File No. 333-90848, File No. 333-114104, File No. 333-116279, File No. 333-162925 and File No. 333-166804), including any amendments thereto or filings incorporated therein, are incorporated by reference into this Registration Statement.

**PART II**

**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

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

The registrant hereby incorporates by reference in this Registration Statement the following documents and information previously filed with the Securities and Exchange Commission (the Commission):

- (a) The registrant's Annual Report on Form 10-K filed with the Commission on March 17, 2011;
- (b) The registrant's Current Report on Form 8-K filed with the Commission on February 9, 2011; and
- (c) The description of the registrant's Common Stock contained in the Registration Statement on Form 8-A filed with the Commission on October 15, 1999 (File No. 000-27687), including any amendments or reports filed for the purpose of updating such description.

All documents subsequently filed by the registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act), prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents; provided, however, that documents or information deemed to have been furnished and not filed in accordance with Commission rules shall not be deemed incorporated by reference into this Registration Statement.

Any statement contained herein or in a document, all or a portion of which is incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or amended, to constitute a part of this Registration Statement.

**Item 8. Exhibits.**

See the attached Exhibit Index, which is incorporated herein by reference.

**SIGNATURES**

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 Bellevue, State of Washington, on the 17th day of March, 2011.

**BSQUARE CORPORATION**  
(Registrant)

By: */s/ BRIAN T. CROWLEY*  
Brian T. Crowley

President and Chief Executive Officer

**POWER OF ATTORNEY**

Each person whose signature appears below constitutes and appoints Brian T. Crowley and Scott C. Mahan, or either of them, his true and lawful attorney-in-fact and agent, with the power of substitution and resubstitution, for him in his name, place and stead, in any and all capacities, to sign any or all amendments to this Registration Statement, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorney-in-fact and his agent or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated below on the 17th day of March, 2011.

<b>Signature</b>	<b>Title</b>
<i>/s/ BRIAN T. CROWLEY</i>	President and Chief Executive Officer, Director
<b>Brian T. Crowley</b>	(Principal Executive Officer)
<i>/s/ SCOTT C. MAHAN</i>	Vice President, Finance and Chief Financial Officer
<b>Scott C. Mahan</b>	(Principal Financial and Accounting Officer)
<i>/s/ ELLIOTT H. JURGENSEN, JR.</i>	
<b>Elliott H. Jurgensen, Jr.</b>	Chairman of the Board of Directors
<i>/s/ DONALD B. BIBEALT</i>	
<b>Donald B. Bibeault</b>	Director
<i>/s/ ELWOOD D. HOWSE, JR.</i>	
<b>Elwood D. Howse, Jr.</b>	Director
<i>/s/ SCOT E. LAND</i>	
<b>Scot E. Land</b>	Director
<i>/s/ WILLIAM D. SAVOY</i>	Director

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**William D. Savoy**

/s/ **KENDRA A. VANDERMEULEN**

**Kendra A. VanderMeulen**

Director

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Exhibit</b>
4.1	Third Amended and Restated Stock Plan (incorporated by reference to Exhibit 10.1 filed with the registrant's Annual Report on Form 10-K on February 19, 2008)
5.1	Opinion of Summit Law Group, PLLC
23.1	Consent of Moss Adams LLP, Independent Registered Public Accounting Firm
23.2	Consent of Summit Law Group, PLLC (included in opinion filed as Exhibit 5.1)
24.1	Power of attorney (included on the signature page to this Registration Statement)