

HESKA CORP  
Form S-8  
April 02, 2007

As filed with the Securities and Exchange Commission on March 30, 2007

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

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

**HESKA CORPORATION**

(Exact name of Registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**77-0192527**

(I.R.S. Employer Identification  
Number)

**3760 Rocky Mountain Avenue**

**Loveland, CO**

(Address of Principal Executive Offices)

**80538**

(Zip Code)

**1997 STOCK INCENTIVE PLAN OF HESKA CORPORATION**

(Full title of the plan)

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**Robert B. Grieve**

**Chairman of the Board and**

**Chief Executive Officer**

**HESKA CORPORATION**

**3760 Rocky Mountain Avenue**

**Loveland, CO 80538**

**(970) 493-7272**

(Name, address, and telephone number, including area code, of agent for service)

**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, \$0.001 par value	1,500,000	\$ 1.68	\$ 2,520,000	\$ 77.36

(1) Estimated pursuant to Rule 457(h) under the Securities Act of 1933, as amended, solely for the purpose of calculating the registration fee on the basis of the average of the high and low prices as reported on the Nasdaq Capital Market on March 23, 2007.

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

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**EXPLANATORY NOTE**

This Registration Statement is being filed in accordance with General Instruction E to Form S-8 for the purpose of registering 1,500,000 shares of common stock, \$0.001 par value, of Heska Corporation (the Registrant), reserved for issuance under the 1997 Stock Incentive Plan of Heska Corporation (the Plan). These shares are additional securities of the same class as other securities for which Registration Statements of the Registrant on Forms S-8 relating to the same employee benefit plan are effective.

The Registrant's Form S-8 Registration Statements filed with the Securities and Exchange Commission (the Commission) on July 9, 1997, File No. 333-30951; August 21, 1997, File No. 333-34111; February 27, 1998, File No. 333-47129; February 11, 1999, File No. 333-72155; May 31, 2000, File No. 333-38138; June 16, 2000, File No. 333-39448; February 7, 2001, File No. 333-55112; February 4, 2002, File No. 333-82096; June 4, 2002, File No. 333-89738; January 31, 2003, File No. 333-102871; June 30, 2003, File No. 333-106679; February 11, 2004, File No. 333-112701; May 28, 2004, File No. 333-115995; March 8, 2005, File No. 333-123196; and April 3, 2006, File No. 333-132916 are hereby incorporated by reference.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

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

The following documents filed by the Registrant with the Commission are incorporated by reference in this Registration Statement:

- (1) The Registrant's latest Annual Report on Form 10-K (File No.000-22427) for the fiscal year ended December 31, 2006, filed with the Commission on March 28, 2007 pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act).
- (2) The description of the Registrant's common stock contained in the Registrant's Registration Statement on Form 8-A (File No. 000-22427), filed with the Commission on April 24, 1997.

In addition, all documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 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 of such documents.

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

**Item 8. Exhibits**

Exhibit Number	Description
5.1	Opinion of Heller Ehrman LLP as to the legality of the securities being registered.
23.1	Consent of Ehrhardt Keefe Steiner & Hottman PC.
23.2	Consent of KPMG LLP.
23.3	Consent of Heller Ehrman LLP (included in Exhibit 5.1).
24.1	Power of Attorney (included on the signature page of this Registration Statement).

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant, Heska Corporation, 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 Loveland, State of Colorado, on March 30, 2007.

**HESKA CORPORATION**

By: /s/ Robert B. Grieve  
Robert B. Grieve, Chairman and  
Chief Executive Officer  
(Principal Executive Officer)

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Robert B. Grieve, John R. Flanders and Jason A. Napolitano, and each of them his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments, including post-effective 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, granting unto said attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or his or her substitute or substitutes, may 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 and on the dates indicated.

Signature	Title	Date
/s/ ROBERT B. GRIEVE Robert B. Grieve	Chairman of the Board and Chief Executive Officer (Principal Executive Officer) and Director	March 30, 2007
/s/ JASON A. NAPOLITANO Jason A. Napolitano	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	March 30, 2007
/s/ MICHAEL A. BENT Michael A. Bent	Vice President, Principal Accounting Officer and Controller (Principal Accounting Officer)	March 30, 2007
/s/ WILLIAM A. AYLESWORTH William A. Aylesworth	Director	March 30, 2007
/s/ ELISABETH DeMARSE Elisabeth DeMarse	Director	March 30, 2007
/s/ A. BARR DOLAN A. Barr Dolan	Director	March 30, 2007

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Signature	Title	Date
/s/ PETER EIO Peter Eio	Director	March 30, 2007
/s/ G. IRWIN GORDON G. Irwin Gordon	Director	March 30, 2007
/s/ JOHN F. SASEN, SR .John F. Sasen, Sr.	Director	March 30, 2007

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**INDEX TO EXHIBITS**

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