

ARI NETWORK SERVICES INC /WI
Form S-8
January 08, 2014

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

FORM S-8

REGISTRATION STATEMENT

Under the Securities Act of 1933

ARI NETWORK SERVICES, INC.

(Exact Name of Registrant as Specified in Charter)

Wisconsin
(State of Incorporation)

39-1388360
(I.R.S. Employer Identification No.)

**10850 West Park Place, Suite 1200
Milwaukee, Wisconsin 53224-3025**

53224
(Zip Code)

Amended and Restated ARI Network Services, Inc. 2010 Equity Incentive Plan

ARI Network Services, Inc. 2000 Employee Stock Purchase Plan, as amended

**William A. Nurthen
Chief Financial Officer
ARI Network Services, Inc.
10850 West Park Place, Suite 1200
Milwaukee, Wisconsin 53224-3025
(414) 973-4300**

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

With a copy to:

**C.J. Wauters
Godfrey & Kahn, S.C.
780 North Water Street
Milwaukee, Wisconsin 53202
(414) 273-3500**

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 (check one):

| | | | |
|--------------------------------|--------------------------|--------------------------------------------------------------------------------|--------------------------|
| Large accelerated filer | <input type="checkbox"/> | Accelerated filer | <input type="checkbox"/> |
| Non-accelerated filer | <input type="checkbox"/> | (Do not check if a smaller reporting company) Smaller reporting company | <input type="checkbox"/> |

CALCULATION OF REGISTRATION FEE

| Title of securities to be registered | Amount to be registered(1) | Proposed maximum offering price per share(2) | Proposed maximum aggregate offering price(2) | Amount of registration fee |
|--------------------------------------|----------------------------|----------------------------------------------|----------------------------------------------|----------------------------|
| Common Stock, \$.001 par value | 1,550,000 | \$3.27 | \$5,068,500 | \$652.82 |

(1)

Total includes 1,200,000 shares of the Registrant's Common Stock registered with respect to the Amended and Restated ARI Network Services, Inc. 2010 Equity Incentive Plan, and 350,000 shares of the Registrant's Common Stock registered with respect to the ARI Network Services, Inc. 2000 Employee Stock Purchase Plan, as amended. In accordance with Rule 416 under the Securities Act of 1933, as amended (the Securities Act), this Registration Statement shall also be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.

(2)

Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(h) under the Securities Act. The price per share and offering price are calculated based on the average of the high and low sales prices of the Registrant's Common Stock on the NASDAQ Capital Market on January 3, 2013, in accordance with Rule 457(c) under the Securities Act.

INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

This Registration Statement is being filed pursuant to General Instruction E to Form S-8 under the Securities Act. In accordance with General Instruction E to Form S-8, the Company hereby incorporates by reference the contents of Registration Statement No. 333-171491, filed with the Securities and Exchange Commission on December 30, 2010, together with all exhibits filed therewith or incorporated therein.

Exhibits

- 10.1 Amended and Restated ARI Network Services, Inc. 2010 Equity Incentive Plan incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the SEC on January 8, 2014
- 10.2 ARI Network Services, Inc. 2000 Employee Stock Purchase Plan, as amended, incorporated by reference to Exhibit 10.2 to the Registrant's Current Report on Form 8-K filed with the SEC on January 8, 2014
- 5 Opinion of Godfrey & Kahn, S.C. regarding legality of the Common Stock being registered
- 23.1 Consent of Godfrey & Kahn, S.C. (included in Exhibit 5)
- 23.2 Consent of Wipfli LLP

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 Milwaukee, State of Wisconsin, on January 8, 2014.

ARI NETWORK SERVICES, INC.

By: /s/ Roy W. Olivier

Roy W. Olivier

President and Chief Executive Officer

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.

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|-----------------------------------------------------|-------------------------------------------------------------------------------------|-----------------|
| <u>/s/ Roy W. Olivier</u> Roy W. Olivier | President, Chief Executive Officer and Director (Principal Executive Officer) | January 8, 2014 |
| <u>/s/ William A. Nurthen</u> William A. Nurthen | Chief Financial Officer (Principal Accounting and Financial Officer) | January 8, 2014 |
| <u>/s/ Gordon J. Bridge</u> Gordon J. Bridge | Director | January 8, 2014 |
| <u>/s/ Brian E. Dearing</u> | Chairman of the Board, Director | January 8, 2014 |

Brian E. Dearing

/s/ James R. Johnson Director

January 8, 2014

James R. Johnson

/s/ William H. Luden, III Director

January 8, 2014

William H. Luden, III

/s/ Dwight B. Mananteo Director

January 8, 2014

Dwight B. Mamanteo

/s/ William C. Mortimore Director

January 8, 2014

William C. Mortimore

/s/ Robert Y. Newell, IV Director

January 8, 2014

Robert Y. Newell, IV

/s/ P. Lee Poseidon Director

January 8, 2014

P. Lee Poseidon

EXHIBIT INDEX

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