

Edgar Filing: SMITH MIDLAND CORP - Form S-8

SMITH MIDLAND CORP  
 Form S-8  
 January 31, 2003

As filed with the Securities and Exchange Commission on January 31, 2003  
 Registration No. \_\_\_\_\_

SECURITIES AND EXCHANGE COMMISSION  
 WASHINGTON, DC 20549

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

-----  
 SMITH-MIDLAND CORPORATION  
 (Exact name of registrant as specified in its charter)

DELAWARE  
 (State or other jurisdiction of  
 incorporation or organization)

54-1727060  
 (I.R.S. Employer  
 Identification No.)

P.O. BOX 300, 5119 CATLETT ROAD, MIDLAND, VIRGINIA  
 (Address of principal executive offices)

22728  
 (Zip Code)

SMITH-MIDLAND CORPORATION 1994 STOCK OPTION PLAN  
 (Full title of the Plan)

RODNEY I. SMITH, PRESIDENT  
 SMITH-MIDLAND CORPORATION  
 P.O. BOX 300, 5119 CATLETT ROAD  
 MIDLAND, VIRGINIA 22728  
 (Name and address of agent for service)

(540) 439-3266  
 (Telephone number, including area code, of agent for service)

COPY TO:  
 GARY T. MOOMJIAN, ESQ.  
 MOOMJIAN & WAITE, LLP  
 500 North Broadway, Suite 142  
 Jericho, New York 11753  
 (516) 937-5900

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)	Am regis
Common Stock, par value \$.01	450,000	\$1.20	\$540,000	\$4

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PART I

On May 14, 2002, Smith-Midland Corporation (the "Registrant") filed a Registration Statement on Form S- 8 (File No. 333-88200) (the "Initial Registration Statement") to register 575,000 shares of Common Stock, which are issuable under the Registrant's 1994 Stock Option Plan, as amended (the "Plan"). The contents of the Initial Registration Statement are hereby incorporated by reference in this Registration Statement. On July 22, 2002, the Plan was amended to increase the number of shares of Common Stock issuable thereunder from 575,000 to 1,025,000. This Registration Statement on Form S-8 is being filed pursuant to General Instruction E to Form S-8 under the Securities Act to register such additional 450,000 shares of Common Stock issuable under the Plan.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

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Set forth below are all exhibits to the Registration Statement:

Number	Description
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5.1	Opinion of Moomjian & Waite, LLP
10.1	Smith-Midland Corporation 1994 Stock Option Plan (as amended through October 1, 2002)
23.1	Consent of BDO Seidman, LLP
23.2	Consent of Moomjian & Waite, LLP (included in legal opinion filed herewith as Exhibit 5.1.)

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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 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 Midland, State of Virginia, on the 27th day of January, 2003.

SMITH-MIDLAND CORPORATION

By: /s/ Rodney I. Smith

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Name: Rodney I. Smith  
Title: President and Chief Executive Officer  
(Principal Executive Officer)

By: /s/ John K. Johnson

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Name: John K. Johnson  
Title: Chief Financial Officer  
(Principal Financial and Accounting 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.

Signature -----	Title -----	Date -----
/s/ Rodney I Smith ----- Rodney I. Smith	Director	January 27, 2003
/s/ Ashley B. Smith ----- Ashley B. Smith	Director	January 27, 2003
/s/ Wesley A. Taylor ----- Wesley A. Taylor	Director	January 27, 2003
/s/ Andrew Kavounis ----- Andrew Kavounis	Director	January 27, 2003

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SMITH-MIDLAND CORPORATION  
FORM S-8 REGISTRATION STATEMENT

EXHIBIT INDEX

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