

ANGEION CORP/MN
Form S-8
January 16, 2001

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As filed with the Securities and Exchange Commission on January 16, 2001.

Registration No. 333-

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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

ANGEION CORPORATION

(Exact name of registrant as specified in its charter)

Minnesota
(State or other jurisdiction of
incorporation or organization)

41-1579150
(I.R.S. Employer
Identification No.)

**350 Oak Grove Parkway
St. Paul, Minnesota 55127**

(Address of Principal Executive Offices and zip code)

**ANGEION CORPORATION
1994 NON-EMPLOYEE DIRECTOR PLAN**

(Full title of the Plan)

**Richard E. Jahnke
President and CEO
350 Oak Grove Parkway
St. Paul, Minnesota 55127
(651) 484-4874**

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

Copy to:
**Thomas G. Lovett, IV
Lindquist & Vennum P.L.L.P.
4200 IDS Center
Minneapolis, MN 55402
(612) 371-3270**

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share(1)	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee
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Common Stock, \$.01 par value, to be issued pursuant to Angeion Corporation 1994 Non-Employee Director Plan	100,000 shares	\$1.00	\$100,000	\$25.00
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- (1) Estimated solely for the purpose of determining the registration fee pursuant to Rule 457(c) and (h) and based upon the closing price of the Company's Common Stock on the Nasdaq National Market on January 12, 2001.
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PART I

Pursuant to Part I of Form S-8, the information required by Items 1 and 2 of Form S-8 is not filed as a part of this Registration Statement.

PART II

Item 3. Incorporation of Documents by Reference.

The following documents filed with the Securities and Exchange Commission are hereby incorporated by reference:

- (a) The Annual Report of the Company on Form 10-K for the year ended December 31, 1999.
- (b) The Quarterly Reports of the Company on Form 10-Q for the quarters ended March 31, 2000, June 30, 2000 and September 30, 2000; the Definitive Proxy Statement dated November 17, 2000 for the 2000 Annual Meeting of Shareholders held on December 13, 2000.
- (c) The description of the Company's Common Stock to be offered pursuant to this Registration Statement is incorporated by reference to the Company's Registration Statement on Form 8-A (File No. 0-17019).

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934 prior to the completion or termination of this offering of shares of Common Stock 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.

Item 4. Description of Securities.

The description of the Company's Common Stock to be offered pursuant to this Registration Statement has been incorporated by reference into this Registration Statement as described in Item 3 of this Part II.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Section 302A.521 of the Minnesota Business Corporation Act provides that a corporation shall indemnify any person made or threatened to be made a party to a proceeding by reason of acts or omissions performed in their official capacity as an officer, director, employee or agent of the

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corporation against judgments, penalties, fines, including without limitation, excise taxes assessed against such person with respect to an employee benefit plan, settlements, and reasonable expenses, including attorneys' fees and disbursements, incurred by such person in connection with the proceeding if, with respect to the acts or omissions of such person complained of in the proceeding, such person (i) has not been indemnified by another organization or employee benefit plan for the same expenses with respect to the same acts or omissions; (ii) acted in good faith; (iii) received no improper personal benefit and Minnesota Statutes, Section 302A.255 (regarding conflicts of interest), if applicable, has been satisfied; (iv) in the case of a criminal proceeding, has no reasonable cause to believe the conduct was unlawful; and (v) in the case of acts or omissions by persons in their official capacity for the corporation, reasonably believed that the conduct was in the best interests of the corporation, or in the case of acts or omissions by persons in their capacity for other organizations, reasonably believed that the conduct was not opposed to the best interests of the corporation. In addition, Section 302A.521, subd. 3, of the Minnesota Statutes requires payment or reimbursement by the corporation, upon written request, of reasonable expenses (including attorneys' fees) incurred by a person in advance of the final disposition of a proceeding in certain instances if a decision as to required indemnification is made by a disinterested majority of the Board of Directors present at a meeting at which a disinterested quorum

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is present, or by a designated committee of the Board, by special legal counsel, by the shareholders or by a court.

Article V of the Company's Amended Bylaws provides that each director, officer, employee or agent, past or present, of the Company, and each person who serves or may have served at the request of the Company as a director, officer employee or agent of another corporation or employee benefit plan, and their respective heirs, administrators and executors, shall be indemnified by the Company in accordance with, and to the fullest extent permissible by, applicable state law.

The Company maintains directors' and officers' liability insurance, including a reimbursement policy in favor of the Company.

The Company has been advised that, in the opinion of the Securities and Exchange Commission, indemnification for liabilities arising under the Securities Act that may be permitted to our directors, officers and controlling persons pursuant to the foregoing provisions, or otherwise, is against public policy as expressed in the Securities Act and is, therefore, unenforceable.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

Exhibits

4.1 Angeion Corporation 1994 Non-Employee Director Plan, as amended

5.1 Opinion of Lindquist & Vennum P.L.L.P.

23.1 Consent of Lindquist & Vennum P.L.L.P. (included in Exhibit 5.1)

23.2 Consent of KPMG LLP, independent certified public accountants

24.1 Power of Attorney (included on signature page)

Item 9. Undertakings.

The Company hereby undertakes to:

(a) (1) File, during any period in which offers or sales are being made, a post-effective amendment to this registration statement to:

(i) Include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.

(2) For determining liability under the Securities Act, treat each post-effective amendment as a new registration statement of the securities offered, and the offering of the securities at that time to be the initial bona fide offering.

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<u>Signature</u>	<u>Title</u>
<u>/s/ DALE H. JOHNSON</u> Dale H. Johnson	Chief Financial Officer (Principal Financial and Accounting Officer)
<u>/s/ ARNOLD A. ANGELONI</u> Arnold A. Angeloni	Director
<u>/s/ DENNIS E. EVANS</u> Dennis E. Evans	Director
<u>/s/ JAMES B. HICKEY, JR.</u> James B. Hickey, Jr.	Director

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<u>/s/ JOHN C. PENN</u> John C. Penn	Director
<u>/s/ MARK W. SHEFFERT</u> Mark W. Sheffert	Director
<u>/s/ GLEN TAYLOR</u> Glen Taylor	Director

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