

J2 GLOBAL COMMUNICATIONS INC
Form S-8
May 03, 2002

As filed with the Securities and Exchange Commission on May 3, 2002

Registration No. 333 _____

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM S-8

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

j2 Global Communications, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

51 0371142
(I.R.S. Employer
Identification No.)

**6922 Hollywood Blvd.
Suite 800
Los Angeles, California 90028**
(Address of principal executive offices)

**j2 Global Communications, Inc.
Second Amended and Restated 1997 Stock Option Plan**

**Scott M. Jarus
President
j2 Global Communications, Inc.
6922 Hollywood Blvd.
Suite 800
Hollywood, California 90028**
(Name and address of agent for service) (Zip code)

CALCULATION OF REGISTRATION FEE

(323) 860 9200
(Registrant's telephone number, including area code)

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(3)
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Common Stock, \$0.01 per share	500,000 shares	\$10.55	\$5,275,000	\$485.30
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- (1) In the event of a stock split, stock dividend, or similar transaction involving the Registrant's common stock, in order to prevent dilution, the number of shares registered shall be automatically increased to cover the additional shares in accordance with Rule 416(a) under the Securities Act of 1933, as amended (the Securities Act).
 - (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and 457(h) of the Securities Act, based on the average of the high and low prices of the Common Stock of j2 Global Communications, Inc. (the Company) as reported on the NASDAQ National Market on April 26, 2002.
 - (3) Pursuant to Rule 429 of the Securities Act, a combined prospectus, relating to the shares of common stock registered hereby and the shares of common stock registered pursuant to the registration statements filed on February 24, 2000 (Registration No. 333-31064) and February 12, 2001, as amended by the post-effective amendment filed on July 17, 2001 (Registration No. 333-55402), will be delivered to plan participants in accordance with Form S-8 and Rule 428 of the Securities Act.
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EXPLANATORY NOTE

This Form S-8 Registration Statement incorporates by reference the registration statement (File No. 333-31064) filed by the Company on February 24, 2000 and the registration statement filed by the Company on February 12, 2001, as amended by the post-effective amendment filed on July 17, 2001 (Registration No. 333-55402) (collectively, the Prior Filings), as well as the Company's amended annual report on Form 10-K/A filed April 29, 2002. Any items in the Prior Filings not expressly changed hereby shall be as set forth in the Prior Filings.

PART I.

INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

Item 2. Registrant Information and Employee Plan Annual Information.

Upon written or oral request, any of the documents incorporated by reference in Item 3 of Part II of the registration statement (which documents are incorporated by reference in the Section 10(a) prospectus), other documents required to be delivered to eligible employees pursuant to Rule 428(b) or additional information about the j2 Global Communications, Inc. Second Amended and Restated 1997 Stock Option Plan are available without charge by contacting:

Patricia Brunton
Vice President of Administration and Human Resources
j2 Global Communications, Inc.
6922 Hollywood Blvd
Suite 800
Hollywood, CA 90028
(323) 860-9200

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PART II.

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 8. Exhibits

The following are filed as exhibits to this registration statement:

EXHIBITS

- 5. Opinion of Jeffrey D. Adelman, Vice President and General Counsel of the Company, as to the validity of the Common Stock
- 23.1. Consent of KPMG LLP, independent accountants
- 23.2. Consent of Jeffrey D. Adelman (included in Opinion of Jeffrey D. Adelman at Exhibit 5)
- 24. Power of Attorney (included on signature page).

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SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the above 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 Los Angeles, State of California, on this 2nd day of May, 2002:

j2 Global Communications, Inc.
(Registrant)

By: /s/ Scott M. Jarus

Scott M. Jarus
President

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KNOW ALL PERSONS BY THESE PRESENTS, that such person whose signature appears below constitutes and appoints Scott M. Jarus, Nehemia Zucker and Jeffrey D. Adelman, and each of them severally, his true and lawful attorneys-in-fact with power of substitution and resubstitution to sign in his name, place and stead, in any and all capacities, to do any and all things and execute any and all instruments that such attorney may deem necessary or advisable under the Securities Act or Exchange Act and any rules, regulations and requirements of the Commission, in connection with the registration under the Securities Act of the Common Stock of the Registrant, including specifically, but without limiting the generality of the foregoing, the power and authority to sign his name in his respective capacity as a member of the Board of Directors or officer of the Registrant, to this Registration Statement and/or such other form or forms as may be appropriate to be filed with the Commission as any of them may deem appropriate in respect of the Common Stock of the Registrant, to any and all amendments thereto (including post-effective amendments) to this Registration Statement, to any related Rule 462(b) Registration Statement and to any documents filed as part of or in connection with this Registration Statement and any and all amendments thereto, including post-effective amendments.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on May 2, 2002 by the following persons in the capacities indicated.

<u>Signature</u>	<u>Title</u>
<hr style="width: 100%;"/> /s/ Scott M. Jarus	President (principal executive officer)
Scott M. Jarus	
<hr style="width: 100%;"/> /s/ Nehemia Zucker	Chief Financial Officer (principal financial officer)
Nehemia Zucker	
<hr style="width: 100%;"/> /s/ Gregory Kalvin	Vice President of Finance (principal accounting officer)
Greggory Kalvin	
<hr style="width: 100%;"/> /s/ Richard S. Ressler	Chairman of the Board
Richard S. Ressler	

<u>Signature</u>	<u>Title</u>
<hr/> /s/ Douglas Y. Bech <hr/>	Director
Douglas Y. Bech /s/ Robert J. Cresci <hr/>	Director
Robert J. Cresci /s/ John F. Rieley <hr/>	Director
John F. Rieley /s/ Michael P. Schulhof <hr/>	Director
Michael P. Schulhof	

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INDEX TO EXHIBITS

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