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EVOLVING SYSTEMS INC
 Form S-8
 May 31, 2002

As filed with the Securities and Exchange Commission on May ____, 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

EVOLVING SYSTEMS, INC.
 (Exact name of registrant as specified in its charter)

Delaware (State or Other Jurisdiction of Incorporation or Organization)	84-1010843 (I.R.S. Employer Identification No.)
9777 Mt. Pyramid Court Englewood, Colorado (303) 802-1000 (Address of principal executive offices)	80112 (Zip Code)

Employee Stock Purchase Plan
 (Full title of plan)

George A. Hallenbeck Chief Executive Officer and Chairman of the Board Evolving Systems, Inc. 9777 Mt. Pyramid Court Englewood, Colorado 80112 (303) 802-1000	With a copy to: Charles D. Maguire, Jr., Esq. Holme Roberts & Owen LLP 1700 Lincoln Street Suite 4100 Denver, Colorado 80203 (303) 861-7000
(Name and address of agent for service)	
(Telephone number, including area code, of agent for service)	

CALCULATION OF REGISTRATION FEE

TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE (2)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (2)	AMOUNT OF REGISTRATION FEE
Common Stock (par value \$.001)	300,000 (1)	\$0.53	\$159,000	\$14.63

- (1) Increase in authorized number of shares underlying the Employee Stock Purchase Plan.
- (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rules 457(c) and (h)(1) based upon the average of the high and low prices of the Registrant's Common Stock on May 28, 2002, as reported on The Nasdaq Stock Market (National Market).

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Form S-8 Pursuant to General Instruction E

This Form S-8 is filed with the Securities and Exchange Commission (the "Commission") pursuant to General Instruction E to Form S-8. The contents of the earlier Registration Statement on Form S-8, Registration Nos. 333-61446, 333-82473 and 333-58285 are hereby incorporated by reference into this Form S-8. All capitalized terms not defined herein shall have the same meaning as set forth in the Form S-8.

Item 8. Exhibits

- 5.1 Legal Opinion of Holme Roberts & Owen LLP
- 23.1 Consent of PricewaterhouseCoopers LLP
- 23.2 Consent of Holme Roberts & Owen is included in Exhibit 5.1
- 24.1 Power of Attorney is included in the signature pages.

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 Englewood, Colorado, on the 29th day of May, 2002.

EVOLVING SYSTEMS, INC.

By: /s/ George A. Hallenbeck

Name: George A. Hallenbeck
Title: Chief Executive Officer and
Chairman of the Board

We, the undersigned officers and directors of Evolving Systems, Inc. hereby severally constitute and appoint Brian R. Ervine and Anita T. Moseley, and each of them singly, our true and lawful attorneys, with full power to them and each of them singly, to sign for us in our names in the capacities indicated below, all pre-effective and post-effective amendments to this Registration Statement and any abbreviated Registration Statement in connection with this Registration Statement, including but not limited to any Registration Statement filed to register additional Common Stock which may be acquired pursuant to the Employee Stock Purchase Plan; and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission; and to sign all documents in connection with the qualification and sale of the Common Stock with Blue Sky authorities and with the The Nasdaq Stock Market (National Market); granting unto said attorneys-in-fact full power and authority to perform any other act on behalf of the undersigned required to be done in the premises, hereby ratifying and confirming all that said

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attorneys-in-fact lawfully do or cause to be done by virtue hereof. Pursuant to the requirements of the Securities Act of 1933, this Form S-8 has been signed by the following persons in the capacities and on the dates indicated:

NAME	TITLE	DATE
/s/ George A. Hallenbeck ----- George A. Hallenbeck	Chief Executive Officer and Chairman of the Board (Principal Executive Officer)	May 29, 2002
/s/ Brian R. Ervine ----- Brian R. Ervine	Senior Vice President of Finance, Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)	May 28, 2002
/s/ Donald R. Dixon ----- Donald R. Dixon	Director	May 28, 2002
/s/ Robert J. Loarie ----- Robert J. Loarie	Director	May 28, 2002
/s/ James M. Ross ----- James M. Ross	Director	May 28, 2002
/s/ Edward H. Sproat ----- Edward H. Sproat	Director	May 28, 2002
/s/ Michael R. Perusse ----- Michael R. Perusse	Director	May 29, 2002

EXHIBIT INDEX

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