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BLONDER TONGUE LABORATORIES INC

Form S-8

July 24, 2002

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON JULY 24, 2002
REGISTRATION NO. 333-_____

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

BLONDER TONGUE LABORATORIES, INC.

(Exact name of registrant as specified in its charter)

DELAWARE

52-1611421

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer Identification Number)

ONE JAKE BROWN ROAD
OLD BRIDGE, NEW JERSEY 08857
(732) 679-4000

(Address, including zip code, and telephone number,
including area code, of registrant's principal executive offices)

BLONDER TONGUE LABORATORIES, INC. 1995 LONG TERM INCENTIVE PLAN

(Full title of each Plan)

JAMES A. LUKSCH
PRESIDENT AND CHIEF EXECUTIVE OFFICER
ONE JAKE BROWN ROAD
OLD BRIDGE, NEW JERSEY 08857
(732) 679-4000

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

Copies to:

GARY P. SCHARMETT, ESQUIRE
STRADLEY, RONON, STEVENS & YOUNG, LLP
2600 ONE COMMERCE SQUARE
PHILADELPHIA, PENNSYLVANIA 19103-7098

CALCULATION OF REGISTRATION FEE

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TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED (1)	PROPOSED MAXIMUM OFFERING PRICE PER SHARE	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (4)	AMOUNT OF REGISTRATIO FEE
Common Stock, \$.001 par value per share	219,000 shares	\$3.43 (2)	\$814,350	\$74.92
	5,000 shares	\$3.12 (2)		
	26,000 shares	\$1.83 (3)		

- (1) This Registration Statement is only registering shares of Common Stock issued after the date of this Registration Statement under the Blonder Tongue Laboratories, Inc. 1995 Long Term Incentive Plan, as amended (the "Plan") and such additional indeterminable number of shares that may be issuable by reason of the anti-dilution provisions of the Plan.
- (2) Pursuant to Rule 457(h)(1), for shares issuable under presently outstanding options granted under the Plan, the price at which such options may be exercised has been used to determine the registration fee.
- (3) Pursuant to Rule 457(h)(1) and (c), for shares available under the Plan that have yet to be granted or are not presently subject to outstanding options, the average of the high and low prices per share of the Common Stock reported on the American Stock Exchange on July 22, 2002 has been used to determine the registration fee.
- (4) Estimated solely for the purpose of determining the registration fee.

Pursuant to General Instruction E to Form S-8, the contents of the Company's Registration Statement on Form S-8 (Registration No. 333-15039) originally filed with the Securities and Exchange Commission on October 29, 1996 (the "Prior Registration Statement") are incorporated herein by reference, except for (i) Items 5 and 8 of Part II thereof and (ii) the Reoffer Prospectus. This Registration Statement covers 250,000 shares, which together with (i) the 250,000 shares registered under the Prior Registration Statement, (ii) the 500,000 shares registered under the Company's Registration Statement on Form S-8 (Registration No. 333-52519) originally filed with the Securities and Exchange Commission on May 13, 1998, and (iii) the 150,000 shares registered under the Company's Registration Statement on Form S-8 (Registration No. 333-37670) originally filed with the Securities and Exchange Commission on May 23, 2000, constitute the 1,150,000 shares of common stock issuable under the Company's 1995 Long Term Incentive Plan, as amended.

PART II

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 5. Interest of Named Experts and Counsel.

Gary P. Scharmatt, a partner of Stradley, Ronon, Stevens & Young, LLP, legal counsel to the Company, is a director of the Company and beneficially owns 6,300 shares of the common stock and holds options to purchase 32,000 shares of the common stock at purchase prices of \$7.03 per share (5,000 shares), \$6.88 per share (15,000 shares), \$6.53 per share (2,000 shares), \$3.43 per share (5,000 shares) and \$2.88 per share (5,000 shares), which options may be exercised for a 10-year period ending on July 16, 2006 (10,000 shares), July 8, 2008 (5,000

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shares), July 15, 2009 (2,000 shares), July 12, 2010 (5,000 shares), February 15, 2011 (5,000 shares) and February 7, 2012 (5,000 shares).

Item 8. Exhibits.

Reference is made to the Exhibit Index on Page II-3 filed herewith.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant Blonder Tongue Laboratories, Inc. 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 Old Bridge, State of New Jersey, on July 23, 2002.

BLONDER TONGUE LABORATORIES, INC.

By: /s/ James A. Luksch

James A. Luksch, President and
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Each person whose signature appears below constitutes and appoints James A. Luksch and Robert J. Palle, Jr., jointly and severally, his attorneys-in-fact, each with the power of substitution, for him in any and all capacities to sign any amendments to this Registration Statement on Form S-8, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof.

Name	Title	Date
/s/ James A. Luksch ----- James A. Luksch	Director, President and Chief Executive Officer (Principal Executive Officer)	July 23, 2002
/s/ Eric Skolnik ----- Eric Skolnik	Vice President - Finance, Treasurer and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	July 23, 2002
/s/ Robert J. Palle, Jr. ----- Robert J. Palle, Jr.	Director, Executive Vice President and Chief Operating Officer	July 23, 2002

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/s/ John E. Dwight ----- John E. Dwight	Director	July 23, 2002
/s/ Robert E. Heaton ----- Robert E. Heaton	Director	July 23, 2002
/s/ Robert B. Mayer ----- Robert B. Mayer	Director	July 23, 2002
/s/ Gary P. Scharmatt ----- Gary P. Scharmatt	Director	July 23, 2002
/s/ James H. Williams ----- James H. Williams	Director	July 23, 2002
/s/ James F. Williams ----- James F. Williams	Director	July 23, 2002

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EXHIBIT INDEX

Exhibit # -----	Description -----	Sequential Page Number -----
4.1	Blonder Tongue Laboratories, Inc. 1995 Long Term Incentive Plan (the "1995 Plan")	Incorporated by reference from Exhibit 10.6 to S-1 Registration Statement No. 33-98070 originally filed on October 12, 1995, as amended.
4.2	First Amendment to the 1995 Plan	Incorporated by reference from Exhibit 10.5(a) to Registrant's Quarterly Report on Form 10-Q for the period ended March 31, 1997.
4.3	Second Amendment to the 1995 Plan	Incorporated by reference from Exhibit 4.3 to S-8 Registration Statement No. 333-52519 originally filed on May 13, 1998.
4.4	Third Amendment to the 1995 Plan	Incorporated by reference from Exhibit 4.4 to S-8 Registration Statement No. 333-37670, originally filed May 23, 2000.

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|------|-----------------------------------|--------------------------------------------------|
| 4.5 | Fourth Amendment to the 1995 Plan | Filed herein. |
| 23.1 | Consent of BDO Seidman, LLP | Filed herein. |
| 23.2 | Power of Attorney | Contained in Signature Page on page II-2 herein. |

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