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INTERVOICE INC  
Form S-8  
November 20, 2002

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933  
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INTERVOICE, INC.  
(Exact name of registrant as specified in its charter)

TEXAS 75-1927578  
(State or other jurisdiction (I.R.S. Employer Identification No.)  
of incorporation or organization)

17811 WATERVIEW PARKWAY 75252  
DALLAS, TEXAS (Zip Code)  
(Address of Principal Executive Offices)

-----  
INTERVOICE, INC. EMPLOYEE STOCK PURCHASE PLAN  
(Full title of the Plan)  
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ROB-ROY J. GRAHAM  
EXECUTIVE VICE PRESIDENT,  
CHIEF FINANCIAL OFFICER AND SECRETARY  
INTERVOICE, INC.  
17811 WATERVIEW PARKWAY  
DALLAS, TEXAS 75252  
(Name and address of agent for service)

Copy to:  
DAVID E. MORRISON  
FULBRIGHT & JAWORSKI, L.L.P.  
2200 ROSS AVENUE  
SUITE 2800  
DALLAS, TEXAS 75201  
(214) 855-8000

(972) 454-8712  
(Telephone number, including  
area code, of agent for service)

CALCULATION OF REGISTRATION FEE

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| Title of Securities to be Registered (1) | Amount to be Registered (2) | Proposed Maximum Offering Price per Share (3) | Proposed Maximum Aggregate Offering Price (3) |
|--|-----------------------------|---|---|
| Common Stock, no par value per share     | 500,000 shares              | \$1.39  | \$695,000                                     |

- (1) This registration statement also covers an equal number of Preferred Share Purchase Rights issuable pursuant to Intervoice, Inc.'s Rights Agreement, which rights will be transferable only with related shares of Common Stock.
- (2) Pursuant to Rule 416, shares issuable upon any stock split, stock dividend or similar transaction with respect to these shares are also being registered hereunder.
- (3) Estimated solely for the purposes of determining the registration fee pursuant to Rule 457(h) on the basis of the average of the high and low prices for the Common Stock (\$1.39) as reported on the Nasdaq National Market on November 14, 2002.

Documents Incorporated by Reference.

The contents of the Registration Statement (the "Prior Registration Statement") of Intervoice, Inc. (the "Registrant") on Form S-8, Registration No. 333-68103, filed with the Securities and Exchange Commission on November 30, 1998, including the documents incorporated by reference therein, are incorporated by reference into this Registration Statement.

Amendments to the Plan.

On June 20, 2002, the Board of Directors of the Registrant adopted amendments to the Registrant's Employee Stock Purchase Plan (the "Plan") that increased from 1,000,000 to 1,500,000 the aggregate number of shares of the Registrant's common stock, no par value per share ("Common Stock"), reserved for issuance under the Plan. The amendment was approved by the shareholders of the Registrant on August 28, 2002.

Exhibits.

In addition to the exhibits filed or incorporated by reference into the Prior Registration Statement, the following documents are filed as exhibits to this Registration Statement.

- 4.1 Intervoice, Inc. Employee Stock Purchase Plan, as amended.
- 5.1 Opinion of Fulbright & Jaworski, L.L.P., regarding 500,000 shares of Common Stock.

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- 24.1 Consent of Ernst & Young, L.L.P., independent public accountants, to incorporation of report by reference.
- 24.2 Consent of counsel (included in the opinion Fulbright & Jaworski, L.L.P., filed herewith as Exhibit 5.1).

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 the City of Dallas and State of Texas on the 20th day of November, 2002.

INTERVOICE, INC.  
(Registrant)

By: /s/ DAVID W. BRANDENBURG

-----  
David W. Brandenburg  
Chairman of the Board of Directors  
and Chief Executive 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 date indicated. The undersigned persons hereby constitute and appoint David W. Brandenburg and Rob-Roy J. Graham, or either of them, as our true and lawful attorneys-in-fact with full power to execute in our name and on our behalf in the capacities indicated below any and all amendments to this Registration Statement to be filed with the Securities and Exchange Commission and hereby ratify and confirm that all such attorneys-in-fact shall lawfully do or cause to be done by virtue hereof.

| Signature<br>-----  | Title<br>-----  | Date<br>----- |
|---|---|---------------|
| /s/ DAVID W. BRANDENBURG<br>-----<br>David W. Brandenburg | Chairman of the Board of Directors<br>and Chief Executive Officer   | Nov           |
| /s/ ROB-ROY J. GRAHAM<br>-----<br>Rob-Roy J. Graham       | Executive Vice President, Chief<br>Financial Officer and Secretary<br>(Principal Financial Officer and<br>Principal Accounting Officer) | Nov           |
| /s/ JOSEPH J. PIETROPAOLO<br>-----                        | Director  | Nov           |

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Joseph J. Pietropaolo

/s/ GEORGE C. PLATT

Director

Nov

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George C. Platt

Director

Nov

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Grant A. Dove

/s/ JACK P. REILY

Director

Nov

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Jack P. Reily

/s/ GERALD F. MONTRY

Director

Nov

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Gerald F. Montry

INDEX TO EXHIBITS

Exhibit Number

Exhibit

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|------|--|
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