

MAPINFO CORP
Form S-3MEF
March 30, 2004

As filed with the Securities and Exchange Commission on March 30, 2004

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-3

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

MAPINFO CORPORATION

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation or Organization)

06-1166630
(I.R.S. Employer
Identification Number)

One Global View
Troy, New York 12180
(518) 285-6000

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

Mark P. Cattini

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President and Chief Executive Officer

MapInfo Corporation

One Global View

Troy, New York 12180

(518) 285-6000

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

copies to:

David A. Westenberg

Hale and Dorr LLP

60 State Street

Boston, Massachusetts 02109

Telephone: (617) 526-6000

Telecopy: (617) 526-5000

Glenn R. Pollner

Dewey Ballantine LLP

1301 Avenue of the Americas

New York, New York 10019

Telephone: (212) 259-8000

Telecopy: (212) 259-6333

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. "

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. x 333-113029

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. " _____

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. "

CALCULATION OF REGISTRATION FEE

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| Title of Each Class of Securities To Be Registered | Amount To Be Registered (1) | Proposed Maximum | Proposed Maximum | Amount of Registration Fee |
|---|--------------------------------|---------------------------------|---------------------------------|-------------------------------|
| | | Offering Price Per Share (2) | Aggregate Offering Price (2) | |
| Common Stock, \$0.002 par value per share | 287,500 shares | \$ 11.00 | \$ 3,162,500 | \$ 401 |

(1) Includes 37,500 shares which the Underwriters have the option to purchase from the Company to cover over-allotments, if any.

(2) Represents a bona fide estimate of the maximum offering price per share in accordance with Rule 457.

EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

This registration statement is being filed with respect to the registration of additional shares of common stock, par value \$0.002 per share, of MapInfo Corporation, a Delaware corporation, pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The contents of the earlier effective registration statement (File No. 333-113029) are incorporated in this registration statement by reference.

The required opinions and consents are listed on an Exhibit Index attached hereto and filed herewith.

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-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Troy, State of New York, on this 30th day of March, 2004.

MAPINFO CORPORATION

By: /s/ Mark P. Cattini

Name: Mark P. Cattini

Title: President 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 dates indicated.

| | | |
|---|--|----------------|
| /s/ Mark P. Cattini _____ Mark P. Cattini | President and Chief Executive Officer (Principal executive officer) | March 30, 2004 |
| * _____ John C. Cavalier | Chairman of the Board | March 30, 2004 |
| /s/ K. Wayne McDougall _____ K. Wayne McDougall | Vice President, Treasurer and Chief Financial Officer (Principal financial and accounting officer) | March 30, 2004 |
| * _____ Thomas L. Massie | Director | March 30, 2004 |
| * _____ Joni Kahn | Director | March 30, 2004 |
| * _____ Robert P. Schechter | Director | March 30, 2004 |
| * _____ Quinn H. Tran | Director | March 30, 2004 |
| *By: /s/ Jason W. Joseph | | March 30, 2004 |

Jason W. Joseph

Attorney-in-Fact

EXHIBIT INDEX

| Exhibit No. | Description |
|--------------------|--|
| 5 | Opinion of Hale and Dorr LLP |
| 23.1 | Consent of Hale and Dorr LLP (included in Exhibit 5) |
| 23.2 | Consent of PriceWaterhouseCoopers LLP |
| 24* | Powers of Attorney |

* Filed as Exhibit 24.1 to the Registrant's Registration Statement on Form S-3 (File No. 333-113029) filed with the Commission on February 24, 2004.