

OSI SYSTEMS INC
Form S-8
February 09, 2005

As filed with the Securities and Exchange Commission on February 9, 2005

Registration No. 333-_____

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

OSI SYSTEMS, INC.

(Exact name of registrant as specified in its charter)

California
(State of Incorporation)

33-0238801
(I.R.S. Employer Identification Number)

12525 Chadron Avenue

Hawthorne, California 90250

(Address of Principal Executive Offices) (Zip Code)

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Amended 1997 Stock Option Plan

(Full title of the plan)

Deepak Chopra

President and Chief Executive Officer

12525 Chadron Avenue

Hawthorne, California 90250

(310) 978-0516

(Name, address and telephone number for service)

Copies to:

Gerald M. Chizever, Esq.

Lawrence S. Venick, Esq.

Loeb & Loeb LLP

10100 Santa Monica Boulevard, Suite 2200

Los Angeles, California 90067

(310) 282-2000

CALCULATION OF REGISTRATION FEE

	Proposed		Proposed	
	Amount	Maximum Offering Price	Maximum Aggregate	Amount of
Title of Securities to be Registered	to be Registered (1)	per Share (2)	Offering Price (2)	Registration Fee
Common Stock, no par value per share	1,000,000	\$16.90	\$16,900,000	\$1,989.13

- (1) Plus such indeterminate number of additional shares of Common Stock as may be required in the event of a stock dividend, reverse stock split or combination of shares, recapitalization or other change in the Registrant's capital stock.
- (2) Estimated pursuant to Rule 457(h) under the Securities Act of 1933, as amended, solely for the purpose of calculating the registration fee, based upon the average of the high and low sales prices of the Registrant's Common Stock as reported on the Nasdaq National Market on February 7, 2005.

INTRODUCTION

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 1,000,000 shares of the Common Stock of OSI Systems, Inc. (the Company) to be issued pursuant to the Company's Amended 1997 Stock Option Plan (the Plan).

In accordance with Section E of the General Instructions to Form S-8, the Registration Statements on Form S-8 filed with the Securities and Exchange Commission on January 28, 1998 (File No. 333-45049) and June 16, 2003 (File No. 333-106176) are hereby incorporated by reference.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits

<u>Exhibit Number</u>	<u>Documents</u>
4.1	Amended 1997 Stock Option Plan
5.1	Opinion of Loeb & Loeb LLP, Counsel to Company
23.1	Consent of Loeb & Loeb LLP (contained in Exhibit 5.1)
23.2	Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm
24.1	Power of Attorney (included on signature page)

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant, OSI Systems, Inc., a corporation organized under the laws of the State of California, certifies that it has reasonable grounds to believe that it meets all 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 Hawthorne, California, as of February 9, 2005.

OSI SYSTEMS, INC.

By: /s/ DEEPAK CHOPRA

Deepak Chopra

President and Chief Executive Officer

POWER OF ATTORNEY

Each of the undersigned hereby constitutes and appoints Messrs. Deepak Chopra and Anuj Wadhawan, and each of them, as his attorneys-in-fact and agents, with full power of substitution and resubstitution for him or her in any and all capacities, to sign any and all amendments or post-effective amendments to this Registration Statement, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto each of such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary in connection with such matters and hereby ratifying and confirming all that each of such attorneys-in-fact and agents or his substitutes may do or cause to be done by virtue hereof.

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.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ DEEPAK CHOPRA</u>	Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer)	February 9, 2005
Deepak Chopra		
<u>/s/ ANUJ WADHAWAN</u>	Chief Financial Officer (Principal Financial and Accounting Officer)	February 9, 2005
Anuj Wadhawan		
<u>/s/ AJAY MEHRA</u>	Executive Vice President, President, Security Products Group, and Director	February 9, 2005
Ajay Mehra		
<u>/s/ STEVEN C. GOOD</u>	Director	February 9, 2005
Steven C. Good		
<u>/s/ MEYER LUSKIN</u>	Director	February 9, 2005
Meyer Luskin		
<u>/s/ CHAND R. VISWANATHAN</u>	Director	February 9, 2005
Chand R. Viswanathan		

OSI SYSTEMS, INC.

REGISTRATION STATEMENT ON FORM S-8

INDEX TO EXHIBITS

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