

Bridgeline Digital, Inc.
Form S-8
January 06, 2016

As filed with the Securities and Exchange Commission on January 6, 2016

Registration Statement No. 333-_____

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Bridgeline Digital, Inc.

(Exact name of registrant as specified in its charter)

Delaware **52-2263942**
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification No.)

80 Blanchard Road

Burlington, MA 01803

(Address of principal executive offices)

Bridgeline Digital, Inc. Amended and Restated Stock Incentive Plan

(Full title of the plan)

Michael D. Prinn

Co-Chief Executive Officer and President

Chief Financial Officer

80 Blanchard Road

Burlington, MA 01803

(781) 376-5555

(Name, address, and telephone number of agent for service)

Copies of all communications to:

Daniele Ouellette Levy, Esq.

Morse, Barnes-Brown & Pendleton, P.C.

CityPoint, 230 Third St.

Waltham, Massachusetts 02451

(781) 622-5930

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer

(do not check if a smaller reporting company)

Accelerated filer

Smaller Reporting Company

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common stock, \$0.001 par value	398,267 shares (2)	\$1.025 (3)	\$408,223.68	\$41.11
Common stock, \$0.001 par value	71,733 shares (4)	\$1.15 (5)	\$82,492.95	\$8.31
Total	470,000 shares			\$49.42

- Plus such indeterminate number of shares of Common Stock of the Registrant as may be issued to prevent
- (1) dilution resulting from stock dividends, stock splits or similar transactions in accordance with Rule 416 under the Securities Act of 1933 (the "Securities Act").
 - (2) Represents shares of common stock issuable upon exercise of stock options available for grant pursuant to the Bridgeline Digital, Inc. Amended and Restated Stock Incentive Plan.
Estimated solely for purposes of calculating the registration fee in accordance with Rule 457(h)(1) under the Securities Act, using the average of the high and low sales price as reported on the Nasdaq Capital Market on January 4, 2016.
 - (3) Represents shares of common stock issuable upon exercise of stock options granted pursuant to the Bridgeline Digital, Inc. Amended and Restated Stock Incentive Plan.
 - (4) Calculated pursuant to Rule 457(h)(1) under the Securities Act based on the weighted average exercise price per share of such options outstanding under the Bridgeline Digital, Inc. Amended and Restated Stock Incentive Plan.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 470,000 shares of Bridgeline Digital, Inc. common stock to be issued pursuant to the Bridgeline Digital, Inc. Amended and Restated Stock Incentive Plan (the “Plan”). These shares are in addition to the aggregate of 778,800 shares of common stock registered under the Plan pursuant to the Registration Statements on Form S-8, File No. 333-170819 filed on November 24, 2010, File No. 333-181677 filed on May 25, 2012 and File No. 333-188854 filed on May 24, 2013.

The contents of our Registration Statements on Form S-8, File No. 333-170819, File No. 333-181677 and File No. 333-188854, are incorporated herein by reference.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 8. EXHIBITS.

The exhibits filed as part of this Registration Statement are as follows:

Exhibit Number	Description
4.1	Amended and Restated Certificate of Incorporation of Bridgeline Digital, Inc., as amended (incorporated by reference to Exhibit 3.1 to Quarterly Report on Form 10-Q filed with the Commission on May 15, 2013).
4.2	Certificate of Amendment to Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Company’s Current Report on Form 8-K filed with the Commission on May 5, 2015).
4.3	Amended and Restated By-laws of Bridgeline Digital, Inc. (incorporated by reference to Exhibit 3.1 to our Quarterly Report on Form 10-Q filed with the Commission on February 17, 2015).
4.3	Amended and Restated Stock Incentive Plan (incorporated by reference to Appendix B of the Company’s Proxy Statement filed with the

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Commission on August 18, 2015).

- 5.1* Legal Opinion of Morse, Barnes-Brown & Pendleton, P.C.
- 23.1* Consent of Marcum LLP
- 23.2 Consent of Morse, Barnes-Brown & Pendleton, P.C. (included in Exhibit 5.1)
- 24.1 Power of Attorney (included on the signature page)

* 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-8 and has caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Burlington, Massachusetts, on this 6th day of January 2016.

Bridgeline Digital, Inc.

By: /s/ Michael D. Prinn
Michael D. Prinn
Co-Chief Executive Officer and President
Chief Financial Officer
(Co-Principal Executive Officer and
Principal Financial Officer)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Roger Kahn and Michael D. Prinn, and each of them acting individually, his true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments filed pursuant to Rule 462, or otherwise) of and supplements to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the U.S. Securities and Exchange Commission, granting unto each such attorney-in-fact and agent, or his substitutes, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, to all intents and purposes and as fully as he might or could do in person, hereby ratifying and confirming all that each such attorney-in-fact and agent, or his substitutes, may lawfully 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 by the following persons in the capacities indicated as of January 6, 2016.

Signature	Date	Title
/s/Roger Kahn Roger Kahn	January 6, 2016	Co-Chief Executive Officer and President (Co-Principal Executive Officer)
/s/Michael D. Prinn Michael D. Prinn	January 6, 2016	Co-Chief Executive Officer and President Chief Financial Officer (Co-Principal Executive Officer; Principal Financial and Accounting Officer)
/s/Kenneth Galaznik Kenneth Galaznik	January 6, 2016	Director
/s/Joni Kahn Joni Kahn	January 6, 2016	Director
/s/Scott Landers	January 6, 2016	Director

Scott Landers

/s/Michael Taglich January 6, 2016 Director
Michael Taglich

INDEX TO EXHIBITS

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