

GENESIS MICROCHIP INC /DE  
Form S-8  
December 23, 2002

As filed with the Securities and Exchange Commission on December 23, 2002  
Registration No. 333-

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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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**GENESIS MICROCHIP INC.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**77-0584301**  
(I.R.S. Employer  
Identification No.)

**2150 Gold Street**  
**Alviso, California**  
(Address of Principal Executive Offices)

**95002**  
(Zip Code)

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**1997 Employee Stock Option Plan**  
**2000 Nonstatutory Stock Option Plan**  
**1997 Employee Stock Purchase Plan**  
(Full title of the plans)

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**James E. Donegan**  
**Chairman and Chief Executive Officer**  
**Genesis Microchip Inc.**  
**2150 Gold Street**  
**Alviso, CA 95002**  
(Name and address of agent for service)

**(408) 262-6599**  
(Telephone number, including area code, of agent for service)

*Copy to:*  
**Selim Day, Esq.**  
**Wilson Sonsini Goodrich & Rosati**  
**Professional Corporation**  
**One Market, Spear Tower, Suite 3300**  
**San Francisco, CA 94105**  
**(415) 947-2000**

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## CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, par value \$0.001, approved for issuance under the 1997 Employee Stock Option Plan	1,095,047	\$14.50(1)	\$15,878,182	\$1,461
Common Stock, par value \$0.001, approved for issuance under the 2000 Nonstatutory Stock Option Plan	469,306	\$14.50(1)	\$ 6,804,937	\$ 626
Common Stock, par value \$0.001, approved for issuance under the 1997 Employee Stock Purchase Plan	493,909	\$12.325(2)	\$ 6,087,428	\$ 560
TOTALS:	2,058,262		\$28,770,547	\$2,647

- (1) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the registration fee, based on the average of the high and low price per share of the common stock as reported on the Nasdaq National Market on December 19, 2002.
- (2) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the registration fee, based on 85% of the average of the high and low price per share of the common stock as reported on the Nasdaq National Market on December 19, 2002.

**REGISTRATION STATEMENT**

**PURSUANT TO GENERAL INSTRUCTION E TO FORM S-8**

On February 21, 2002, the Registrant filed a Registration Statement on Form S-8 (Registration No. 333-83170) with the Securities and Exchange Commission to register shares of the Company's common stock that were reserved for issuance pursuant to options granted under, among other plans, the Registrant's 1997 Employee Stock Option Plan, 2000 Nonstatutory Stock Option Plan and 1997 Employee Stock Purchase Plan. That Registration Statement is incorporated herein by this reference.

The Registrant is filing this Registration Statement on Form S-8 to register additional shares of its common stock that have been reserved for issuance pursuant to options granted under the Registrant's 1997 Employee Stock Option Plan, 2000 Nonstatutory Stock Option Plan and 1997 Employee Stock Purchase Plan.

Pursuant to the evergreen provisions of the 1997 Employee Stock Option Plan, effective April 1, 2002, the number of shares of the Company's common stock for which options may be granted under that plan was increased by 1,095,047 shares.

Pursuant to the evergreen provisions of the 2000 Nonstatutory Stock Option Plan, effective April 1, 2002, the number of shares of the Company's common stock for which options may be granted under that plan was increased by 469,306 shares.

Pursuant to the evergreen provisions of the 1997 Employee Stock Option Plan, effective November 1, 2002, the number of shares of the Company's common stock for which options may be granted under that plan was increased by 493,909 shares.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits.**

- 4.1\* Certificate of Incorporation of Genesis Microchip Inc.
- 4.2\*\* The 1997 Employee Stock Option Plan
- 4.3\*\* The 2000 Nonstatutory Stock Option Plan
- 4.4\*\* The 1997 Employee Stock Purchase Plan
- 5.1 Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation, regarding the validity of the securities being registered
- 23.1 Consent of KPMG LLP
- 23.2 Consent of Counsel (contained in Exhibit 5.1)
- 24.1 Power of Attorney (see signature page)

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\* Incorporated herein by reference to Exhibit 3.2 to the Company's Annual Report on Form 10-K/A filed with the Commission on July 29, 2002.

\*\* Incorporated herein by reference to the Company's Registration Statement on Form S-8 (File No. 333-83170) filed with the Commission on February 21, 2002.



Director

December 20, 2002

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Chandrashekar M. Reddy

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**INDEX TO EXHIBITS**

<b>Exhibit Number</b>	<b>Exhibit Document</b>
5.1	Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation, regarding the validity of the securities being registered
23.1	Consent of KPMG LLP
23.2	Consent of counsel (contained in Exhibit 5.1)
24.1	Power of Attorney (see signature page)