

VITAL IMAGES INC

Form S-8 POS

May 27, 2008

As filed with the Securities and Exchange Commission on May 27, 2008.

Registration No. 333-26797

# SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 1

TO

## FORM S-8

REGISTRATION STATEMENT UNDER

THE SECURITIES ACT OF 1933

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**Vital Images, Inc.**

(Exact name of issuer as specified in its charter)

**Minnesota**

(State or other jurisdiction of  
incorporation or organization)

**42-1321776**

(I.R.S. Employer Identification No.)

5850 Opus Parkway, Suite 300

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**Minnetonka, Minnesota 55343-4414**

(Address of principal executive offices, including Zip Code)

**Incentive Stock Option Adjustment Plan**

**1990 Management Incentive Stock Option Plan**

**1992 Director Stock Option Adjustment Plan**

**1992 Stock Option Plan**

**1995 Stock Incentive Adjustment Plan**

**Certain Non-Plan Options**

**Certain Non-Plan Securities**

(Full title of the plan)

**Peter J. Goepfrich**

Chief Financial Officer

Vital Images, Inc.

5850 Opus Parkway, Suite 300

Minnetonka, MN 55343-4414

(Name and address of agent for service)

**Copy to:**

**Michele D. Vaillancourt**

Winthrop & Weinstine, P.A.

225 South Sixth Street, Suite 3500

Minneapolis, MN 55402

Telephone: (612) 604-6681

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**(952) 487-9500**

(Telephone number, including area code, of agent for service)

**Explanatory Note:**

This Post-Effective Amendment No. 1 is being filed by the Registrant to de-register any and all of the 1,940,504 shares of its common stock originally registered under the Registration Statement on Form S-8, Registration No. 333-26797 ( Registration Statement ), filed with the Securities and Exchange Commission on May 9, 1997, that have not been issued or sold. The Incentive Stock Option Adjustment Plan, 1990 Management Incentive Stock Option Plan, 1992 Director Stock Option Adjustment Plan, 1992 Stock Option Plan and 1995 Stock Incentive Adjustment Plan identified in the Registration Statement and the options issued thereunder pursuant to which certain of such shares would have been issued have either expired by their terms or were terminated, and no additional shares may be issued or sold under such plans and options. In addition, the Non-Plan Options identified in the Registration Statement have either expired by their terms or were terminated, and no additional shares may be issued or sold under the Non-Plan Options. Finally, the Non-Plan Securities identified in the Registration Statement have either been sold or are eligible for resale without restriction pursuant to Rule 144 under the Securities Act of 1933.

**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 Minnetonka, State of Minnesota on May 15, 2008.

VITAL IMAGES, INC.

By: /s/ Peter J. Goepfrich  
Peter J. Goepfrich  
Chief Financial 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.

Signature	Title	Date
/s/ Michael H. Carrel Michael H. Carrel	President, Chief Executive Officer and Director (principal executive officer)	May 21, 2008
/s/ Douglas M. Pihl Douglas M. Pihl	Chairman of the Board and Director	May 19, 2008
/s/ James B. Hickey, Jr. James B. Hickey, Jr.	Director	May 15, 2008
/s/ Richard W. Perkins Richard W. Perkins	Director	May 15, 2008
/s/ Michael W. Vannier, M.D. Michael W. Vannier, M.D.	Director	May 16, 2008
/s/ Sven A. Wehrwein Sven A. Wehrwein	Director	May 15, 2008
Gregory J. Peet	Director	
/s/ Peter J. Goepfrich Peter J. Goepfrich	Chief Financial Officer (principal financial officer and principal accounting officer)	May 15, 2008