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V ONE CORP/ DE
Form S-8
May 13, 2004

As filed with the Securities and Exchange Commission on May 13, 2004

Registration No. _____

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF
1933

V-ONE Corporation

(Exact name of registrant as specified in its charter)

Delaware

52-1953278

(State or other jurisdiction of
incorporation or organization)

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

20300 Century Boulevard, Suite 200
Germantown, Maryland 20874

(Address of principal executive offices) (zip code)

V-ONE Corporation
1998 Amended Incentive Stock Plan

(Full title of plan)

Margaret E. Grayson
President and Chief Executive Officer
20300 Century Boulevard, Suite 200
Germantown, Maryland 20874

(Name and address of agent for service)

(301) 515-5200

(Telephone number of agent for service)

Copy to:
Thomas F. Cooney, Esq.
Alissa A. Parisi, Esq.
Kirkpatrick & Lockhart LLP
1800 Massachusetts Avenue, N.W.
Washington, D.C. 20036

CALCULATION OF REGISTRATION FEE

Proposed Proposed

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| Title of securities to be registered | Amount to be registered | maximum offering price per share | maximum aggregate offering price | Amount of registration fee |
|---|-------------------------|----------------------------------|----------------------------------|----------------------------|
| Common stock, \$0.001 par value per share | 1,000,000 shares | \$0.264 (1) | \$264,000 (1) | \$33.45 |

(1) Inserted solely for the purpose of calculating the registration fee pursuant to Rule 457(h). The fee is calculated on the basis of the average of the high and low sales prices for the Registrant's Common Stock reported on the "Pink Sheets" by the National Quotation Bureau, Inc. on May 10, 2004.

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DOCUMENTS INCORPORATED BY REFERENCE

This Registration Statement is being filed for the purpose of increasing the number of securities of the same class as other securities for which a registration statement of V-ONE Corporation relating to the 1998 Incentive Stock Plan, as amended, is effective. Pursuant to General Instruction E of Form S-8, V-ONE Corporation's Registration Statements Nos. 333-52909 and 333-38918 are incorporated herein by reference.

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PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

The following are filed herewith as part of this Registration Statement:

| Exhibit No. | Exhibit |
|-------------|--|
| 5 | Opinion of Kirkpatrick & Lockhart LLP, as to the legality of the securities being registered |
| 23.1 | Consent of Aronson & Company, independent auditors |
| 23.2 | Consent of Ernst & Young LLP, independent auditors |
| 23.3 | The consent of Kirkpatrick & Lockhart LLP, to the use of their opinion as an exhibit to this Registration Statement is included in their opinion filed herewith as Exhibit 5 |
| 24 | Power of Attorney (see page 5) |

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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 Germantown, State of Maryland, on this 11th day of May, 2004.

V-ONE CORPORATION

By: /s/ Margaret E. Grayson

Margaret E. Grayson
President and Chief Executive Officer

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints William E. Odom and Margaret E. Grayson, and each of them, his or her attorney-in-fact, with power of substitution, for him or her in any and all capacities, to sign any amendments to this Registration Statement on Form S-8, and to file same, with exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorney-in-fact, or his or her substitute or 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 by the following persons in the capacities and on the dates indicated.

| Signature ----- | Title ----- | Date ---- |
|---|--|--------------|
| /s/ Margaret E. Grayson ----- Margaret E. Grayson | President, Chief Executive Officer, Principal Financial Officer, Principal Accounting Officer and Director | May 11, 2004 |
| /s/ Molly G. Bayley ----- Molly G. Bayley | Director | May 7, 2004 |

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| Signature ----- | Title ----- | Date ---- |
|---|----------------|--------------|
| /s/ Heidi B. Heiden ----- Heidi B. Heiden | Director | May 10, 2004 |

/s/ William E. Odom

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William E. Odom

Director

May 7, 2004

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EXHIBIT INDEX

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