

METRO ONE TELECOMMUNICATIONS INC

Form S-8

April 29, 2005

As filed with the Securities and Exchange Commission on April 29, 2005

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

UNDER THE SECURITIES ACT OF 1933

METRO ONE TELECOMMUNICATIONS, INC.

(Exact name of registrant as specified in charter)

OREGON

(State or other jurisdiction of
incorporation or organization)

93-0995165

(I.R.S. Employer
Identification Number)

11200 MURRAY SCHOLLS PLACE

BEAVERTON, OREGON 97007

(503) 643-9500

(Address, including zip code and telephone number,

including area code, of registrant's principal executive offices)

METRO ONE TELECOMMUNICATIONS, INC.

1999 EMPLOYEE STOCK PURCHASE PLAN

(Full Title of the Plan)

TIMOTHY A. TIMMINS

PRESIDENT AND CHIEF EXECUTIVE OFFICER

METRO ONE TELECOMMUNICATIONS, INC.

11200 MURRAY SCHOLLS PLACE

BEAVERTON, OREGON 97007

(503) 643-9500

(Name, address, including zip code and telephone number,

including area code, of agent for service)

with copies to:

JEFFRY A. SHELBY, ESQ.

HELLER EHRMAN LLP

701 5TH AVENUE, SUITE 6100, SEATTLE WASHINGTON 98104-7098

(206) 447-0900

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered | Amount to be Registered (1) | Proposed Maximum Offering Price per Share (2) | Proposed Maximum Aggregate Offering Price (1) | Amount of Registration Fee |
|---|--|--|--|---|
| Common Stock, no par value | 500,000 shares | \$1.30 | \$650,000 | \$766 |

(1) The provisions of Rule 416 under the Securities Act of 1933 shall apply to this Registration Statement and the number of shares registered on this Registration Statement automatically shall increase or decrease as a result of stock splits, stock dividends or similar

transactions.

(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h). The average of the high and low per share sales prices reported for the Common Stock on April 27, 2005, as reported in the consolidated reporting system, was \$1.30.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

This registration statement is filed in accordance with the provisions of General Instruction E to Form S-8 for the purpose of registering additional shares of common stock for offer and sale under the Metro One Telecommunications, Inc. 1999 Employee Stock Purchase Plan, for which registration statements on Form S-8 (File Nos. 333-86697 and 333-109189) are already effective. Except to the extent that exhibits are filed herewith, the contents of Metro One Telecommunications, Inc. s registration statements on Form S-8 (File Nos. 333-86697 and 333-109189) are hereby incorporated by reference.

ITEM 3. EXHIBITS

| Number | Description |
|---------------|--|
| 5.1 | Opinion of Heller Ehrman LLP as to the legality of the securities being registered |
| 23.1 | Consent of Heller Ehrman LLP (included in legal opinion filed as Exhibit 5.1) |
| 23.2 | Consent of Deloitte & Touche LLP |
| 24.1 | Powers of Attorney (included in signature page in Part II of the Registration Statement) |

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 Beaverton, State of Oregon, on the 29th day of April, 2005.

METRO ONE TELECOMMUNICATIONS, INC.

By: /s/ Timothy A. Timmins
 Timothy A. Timmins
 President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Timothy A. Timmins and Duane C. Fromhart, and each of them singly, as true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities to sign the registration statement filed herewith and any or all amendments to said registration statement (including post-effective amendments), and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission granting unto said attorneys-in-fact and agents and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the foregoing, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agent or any of them, or their or his substitute or 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 and on the dates indicated.

| Signature | Title | Date |
|--|--|----------------|
| /s/ Timothy A. Timmins Timothy A. Timmins | President, Chief Executive Officer and Director (Principal Executive Officer) | April 29, 2005 |
| /s/ Gary E. Henry Gary E. Henry | Executive Vice President, Chief Operating Officer and Director | April 29, 2005 |
| /s/ Duane C. Fromhart Duane C. Fromhart | Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer) | April 29, 2005 |
| /s/ William D. Rutherford William D. Rutherford | Director | April 29, 2005 |
| /s/ Roger L. Pringle Roger L. Pringle | Director | April 29, 2005 |
| /s/ James M. Usdan James M. Usdan | Director | April 29, 2005 |
| /s/ David A. Williams David A. Williams | Director | April 29, 2005 |

INDEX TO EXHIBITS

Exhibit

| Number | Exhibit |
|---------------|--|
| 5.1 | Opinion of Heller Ehrman LLP as to the legality of the securities being registered |
| 23.1 | Consent of Heller Ehrman LLP (included in legal opinion filed as Exhibit 5.1) |
| 23.2 | Consent of Deloitte & Touche LLP |
| 24.1 | Powers of Attorney (included in signature page in Part II of the Registration Statement) |