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MICROFINANCIAL INC  
Form S-8  
April 01, 2002

Registration Statement No. 333-\_\_\_\_\_

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933

MICROFINANCIAL INCORPORATED  
(Exact name of registrant as specified in its charter)

Massachusetts  
(State or other jurisdiction of  
incorporation or organization)

04-2962824  
(I.R.S. Employer  
Identification No.)

950 Winter Street  
Waltham, MA 02451  
(781) 890-0177  
(Address, including zip code and telephone number,  
including area code, of registrant's principal executive offices)

MicroFinancial Incorporated 1998 Equity Incentive Plan

Richard Latour  
President, Chief Operating Officer and Chief Financial Officer  
MicroFinancial Incorporated  
950 Winter Street  
Waltham, MA 02451  
(781) 890-0177  
(Name, address, including zip code and telephone number,  
including area code, of agent for service)

with a copy to:  
Laura N. Wilkinson, Esq.  
Edwards & Angell, LLP  
2800 BankBoston Plaza  
Providence, RI 02903  
(401) 274-9200

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be registered	Proposed maximum offering price per unit (1)	Proposed maximum aggregate offering price (1)	Am Regi
Common Stock, \$.01 par value	2,000,000 shares	\$8.115	\$16,230,000	\$

(1) These figures are estimates made solely for the purpose of calculating the registration fee pursuant to Rule 457 under the

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Securities Act of 1933, as amended. The registration fee has been calculated in accordance Rule 457(h) based upon the average of the high and low prices for shares of MicroFinancial Incorporated on the New York Stock Exchange on March 26, 2002.

Incorporation of Previous Registration Statement

Pursuant to General Instruction E of Form S-8, this Registration Statement is filed solely to register an additional 2,000,000 shares under the MicroFinancial 1998 Equity Incentive Plan. Pursuant to Instruction E, the contents of the Company's Form S-8 Registration Statement No. 333-75801 are hereby incorporated by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, MicroFinancial Incorporated has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Waltham, Commonwealth of Massachusetts, on this 29th day of March, 2002.

MICROFINANCIAL INCORPORATED

By: /s/Richard Latour  
Richard Latour  
President, Chief Operating  
Officer, Chief Financial Officer and Director

Each person whose signature appears below hereby constitutes and appoints the President and Chief Operating Officer as his true and lawful attorney-in-fact, with full power and authority to execute in the name, place and stead of each such person in any and all capacities and to file, an amendment or amendments to this Registration Statement (and all exhibits thereto) and any documents relating thereto, which amendments may make such changes in the Registration Statement as said officer so acting deems advisable.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on March 29th, 2002.

Signature	Title
/s/Richard Latour ----- Chief Financial Officer and Director	President, Chief Operating Officer,

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Richard Latour

/s/Peter Bleyleben  
-----  
Chairman of the Board of Directors,  
Chief Executive Officer and Director  
Peter Bleyleben

/s/Kerry Lincoln  
-----  
Vice President, Accounting and Finance  
Kerry Lincoln

/s/Brian E. Boyle  
-----  
Director  
Brian E. Boyle

/s/Torrence C. Harder  
-----  
Director  
Torrence C. Harder

/s/Jeffrey Parker  
-----  
Director  
Jeffrey Parker

/s/Alan Zakon  
-----  
Director  
Alan Zakon

Index to Exhibits

Exhibit Number	Description of Exhibit
5	Opinion of Edwards & Angell re: legality
23.1	Consent of Deloitte & Touche LLP
23.2	Consent of PricewaterhouseCoopers LLP
23.3	Consent of Edwards & Angell (included in Exhibit 5)
24	Power of Attorney (included on signature pages to this Registration Statement)

Exhibit 5

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April 1, 2002

MicroFinancial Incorporated  
950 Winter Street  
Waltham, MA 02154

Ladies and Gentlemen:

This opinion is furnished in connection with the filing by MicroFinancial Incorporated (the "Company") of a Registration Statement on Form S-8 (the "Registration Statement") registering under the Securities Act of 1933, as amended, 2,000,000 shares of Common Stock, \$.01 par value (the "Common Stock"), to be issued or issuable upon the exercise of outstanding stock options under the MicroFinancial Incorporated 1998 Equity Incentive Plan (the "Plan").

As counsel for the Company, we participated in the preparation of the Registration Statement and have examined such other certificates and documents as we deemed necessary or appropriate for the purposes of this opinion.

Based solely upon the foregoing, we are of the opinion that the shares of Common Stock being registered by the Registration Statement, when issued and paid for as contemplated by the Plan, will be validly issued, fully paid and non-assessable.

We hereby consent to the reference to our firm in and the use of this opinion in connection with the Registration Statement and all amendments thereto. This opinion may not be used for any other purpose or relied upon by any other person, firm or corporation for any purpose without our prior written consent.

Very truly yours,

/s/ Edwards & Angell, LLP  
EDWARDS & ANGELL, LLP

Exhibit 23.1

INDEPENDENT AUDITOR'S CONSENT

We consent to the incorporation by reference in this Registration Statement of MicroFinancial Incorporated on Form S-8 of our report dated February 21, 2002 appearing in the Annual Report on Form 10-K of MicroFinancial Incorporated for the year ended December 31, 2001.

/s/Deloitte & Touche LLP

Boston, Massachusetts  
April 1, 2002

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Exhibit 23.2  
CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 21, 2000, relating to the consolidated financial statements, which appears in MicroFinancial Incorporated's Annual Report on Form 10-K for the year ended December 31, 2001.

/s/ PricewaterhouseCoopers LLP

Boston, Massachusetts  
April 1, 2002