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RADVISION LTD
Form S-8
April 08, 2003

As filed with the Securities and Exchange Commission on April 8, 2003
Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

RADVISION LTD.
(Exact name of registrant as specified in its charter)

Israel
(State or other jurisdiction of
incorporation or organization)

None
(I.R.S. Employer
Identification No.)

24 Raoul Wallenberg Street, Tel Aviv, 69719, Israel
(Address of Principal Executive Offices) (Zip Code)

RADVISION LTD.
2000 EMPLOYEE STOCK OPTION PLAN
(Full title of the plan)

RADVision, Inc.
Attn: Eugene Wolf, President
575 Corporate Drive
Mahwah, New Jersey 07430
(Name and address of agent for service)

(201) 529-4300
(Telephone number, including area code, of agent for service)

Copies to:

Steven J. Glusband, Esq.
Carter Ledyard & Milburn LLP
2 Wall Street
New York, New York 10005
(212) 732-3200

Ori Rosen, Adv.
Danziger, Klagsbald, Rosen & Co.
Gibor Sport Building
28 Bezalel Street
Ramat-Gan 52521, Israel
972-3-611-0700

CALCULATION OF REGISTRATION FEE

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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
Ordinary Shares, par value NIS 0.1 per share	748,997 shares	\$5.24(1)	\$3,924,744.28	\$361.08 (

(1) Calculated pursuant to Rule 457(h) and (c) on the basis of the average of the high and low prices (\$5.33 and \$5.15) of an Ordinary Share as quoted on the Nasdaq National Market System on April 4, 2003.

(2) Calculated pursuant to Section 6(b) of the Securities Act of 1933 as follows: proposed maximum aggregate offering price multiplied by .000092.

Ordinary Shares of the Registrant for issuance pursuant to the Plan have previously been registered under a Registration Statement on Form S-8 (Registration No. 333-66250).

 This Registration Statement shall become effective immediately upon filing as provided in Rule 462 under the Securities Act of 1933.

EXPLANATORY NOTE

The purpose of this Registration Statements is to register additional Ordinary Shares for issuance under the Registrant's Share Option and Compensation Plan, as amended and restated. In accordance with General Instruction E of Form S-8, the contents of the Registrant's Registration Statement on Form S-8 (File No. 333-66250) filed with the Securities and Exchange Commission (the "Commission") on July 30, 2001, are incorporated herein by reference and the information required by Part II is omitted, except as supplemented by the information set forth below.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets the requirements for filing on Form S-8 and has duly caused this registration

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statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Tel Aviv, Israel on April 8, 2003.

RADVISION LTD.

By: /s/Gad Tamari

 Gad Tamari
 Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on April 8, 2003, by the following persons in the capacities indicated.

Signature -----	Title -----
/s/Zohar Zisapel ----- Zohar Zisapel	Chairman of the Board of Directors
/s/Gad Tamari ----- Gad Tamari	Chief Executive Officer, President and Director
/s/David Seligman ----- David Seligman	Chief Financial Officer
/s/Efraim Wachtel ----- Efraim Wachtel	Director
/s/Andreas Mattes ----- Andreas Mattes	Director
----- Liora Katzenstein	Director

EXHIBIT INDEX

Exhibit No.	
5	Opinion of Danziger, Klagsbald, Rosen & Co.....
23.1	Consent of Danziger, Klagsbald, Rosen & Co. (included in Exhibit (5)).....
23.2	Consent of Kost Forer & Gabbay.....

