

DOT HILL SYSTEMS CORP

Form S-8

October 24, 2008

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As filed with the Securities and Exchange Commission on October 24, 2008

Registration No. 333- _____

**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

Dot Hill Systems Corp.
(Exact name of registrant as specified in its charter)

Delaware
(State of Incorporation)

13-3460176
(I.R.S. Employer Identification No.)

**2200 Faraday Avenue, Suite 100
Carlsbad, California 92008**
(Address of principal executive offices)

**Dot Hill Systems Corp. Amended and Restated 2000 Equity Incentive Plan
Dot Hill Systems Corp. Amended and Restated 2000 Employee Stock Purchase Plan**
(Full title of the plans)

Dana W. Kammersgard
President and Chief Executive Officer

**Dot Hill Systems Corp.
2200 Faraday Avenue, Suite 100
Carlsbad, California 92008
Tel: (760) 931-5500**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Thomas A. Coll, Esq.
Cooley Godward Kronish llp
4401 Eastgate Mall
San Diego, California 92121
Tel: (858) 550-6000
Fax: (858) 550-6420

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller Reporting Company
(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

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| Title of Securities to be Registered | Amount to be Registered (1) | Proposed Maximum Offering Price per Security (2) | Proposed Maximum Aggregate Offering Price (2) | Amount of Registration Fee |
|---|-----------------------------|--|---|----------------------------|
| Common Stock, par value \$0.001 per share, including related rights to purchase Series A Junior Participating Preferred Stock (3) | 1,000,000 shares | \$1.31 | \$1,310,000 | \$51.49 |
| Common Stock, par value \$0.001 per share, including related rights to purchase Series A Junior Participating Preferred Stock (4) | 100,000 shares | \$1.31 | \$131,000 | \$5.15 |
| Total | 1,100,000 shares | Not applicable | \$1,441,000 | \$56.64 |

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended, or the Act, this Registration Statement also registers any additional shares of our common stock, par value \$0.001 per share, or the Common Stock, as may become issuable under any of the plans as a result of any stock split, stock dividend, recapitalization or similar event.

(2) This estimate is made pursuant to Rule 457(e) and Rule 457(h)(1) of the Act solely for purposes of

calculating the registration fee. The price per share and aggregate offering price are based upon the average of the high and low prices of the Common Stock on October 17, 2008, as reported on the Nasdaq Global Market.

- (3) Represents shares of Common Stock that were automatically added to the shares authorized for issuance under our Amended and Restated 2000 Equity Incentive Plan, or the 2000 EIP, on May 9, 2008 pursuant to an evergreen provision contained in the 2000 EIP. Pursuant to such provision, on the day of our annual meeting of stockholders, the number of shares authorized for issuance under the 2000 EIP is automatically increased by a number equal to the lesser of: 2%

of the
fully-diluted
shares of
Common Stock
outstanding on
the date of the
annual meeting
of stockholders;
1,000,000
shares of
Common Stock;
or a lesser
number of
shares of
Common Stock
that may be
determined each
year by our
board of
directors.

- (4) Represents
shares of
Common Stock
that were
automatically
added to the
shares
authorized for
issuance under
our Amended
and Restated
2000 Employee
Stock Purchase
Plan, or the
2000 ESPP, on
May 9, 2008
pursuant to an
evergreen
provision
contained in the
2000 ESPP.
Pursuant to such
provision, on
the day of our
annual meeting
of stockholders,
the number of
shares
authorized for
issuance under

the 2000 ESPP is automatically increased by a number equal to the lesser of: 100,000 shares of Common Stock; or a lesser number of shares of Common Stock that may be determined each year by our board of directors.

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**INCORPORATION BY REFERENCE OF CONTENTS OF
REGISTRATION STATEMENTS ON FORM S-8 NO. 333-134874 AND NO. 333-145242**

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 the Registrant on Form S-8 relating to the same employee benefit plans is effective. The Registrant previously registered shares of its Common Stock for issuance under the 2000 EIP and the 2000 ESPP under Registration Statements on Form S-8 filed with the Securities and Exchange Commission, or SEC, on June 9, 2006 (File No. 333-134874) and on August 8, 2007 (File No. 333-145242). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Registration Statements referenced above.

Table of Contents**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Carlsbad, State of California, on October 24, 2008.

Dot Hill Systems Corp.

By: /s/ DANA W. KAMMERSGARD
Dana W. Kammersgard
President and Chief Executive Officer

POWER OF ATTORNEY

Know All Persons By These Presents, that each person whose signature appears below constitutes and appoints Dana W. Kammersgard and Hanif I. Jamal, and each of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, 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 connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|--|--|------------------|
| /s/ DANA W. KAMMERSGARD Dana W. Kammersgard | Director, President and Chief Executive Officer (<i>Principal Executive Officer</i>) | October 24, 2008 |
| /s/ HANIF I. JAMAL Hanif I. Jamal | Senior Vice President and Chief Financial Officer (<i>Principal Financial and Accounting Officer</i>) | October 24, 2008 |
| /s/ CHARLES F. CHRIST Charles F. Christ | Chairman of the Board of Directors | October 24, 2008 |
| /s/ KIMBERLY E. ALEXY Kimberly E. Alexy | Director | October 24, 2008 |
| /s/ JOSEPH D. MARKEE Joseph D. Markee | Director | October 24, 2008 |
| /s/ RICHARD MEJIA, JR. Richard Mejia, Jr. | Director | October 24, 2008 |

Richard Mejia, Jr.

/s/ RODERICK M. SHERWOOD III

Director

October 24,
2008

Roderick M. Sherwood III

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EXHIBIT INDEX

**Exhibit
Number**

- 4.1 Certificate of Incorporation. (1)
 - 4.2 Amended and Restated Bylaws (2)
 - 4.3 Form of Common Stock Certificate. (3)
 - 4.4 Certificate of Designation of Series A Junior Participating Preferred Stock, as filed with the Secretary of State of Delaware on May 19, 2003. (4)
 - 4.5 Form of Rights Certificate. (4)
 - 4.6 Rights Agreement dated May 19, 2003, by and between Dot Hill Systems Corp. and American Stock Transfer & Trust Company. (4)
 - 5.1 Opinion of Cooley Godward Kronish llp.
 - 23.1 Consent of Deloitte & Touche llp, Independent Registered Public Accounting Firm.
 - 23.2 Consent of Cooley Godward Kronish llp is contained in Exhibit 5.1 to this Registration Statement.
 - 24.1 Power of Attorney is contained on the signature pages hereto.
 - 99.1 Dot Hill Systems Corp. Amended and Restated 2000 Equity Incentive Plan. (5)
 - 99.2 Form of Stock Option Agreement under the Dot Hill Systems Corp. Amended and Restated 2000 Equity Incentive Plan. (5)
 - 99.3 Form of Stock Option Grant Notice under the Dot Hill Systems Corp. Amended and Restated 2000 Equity Incentive Plan. (5)
 - 99.4 Dot Hill Systems Corp. Amended and Restated 2000 Employee Stock Purchase Plan. (6)
- (1) Filed as an exhibit to our Current Report on Form 8-K filed with the SEC on September 26, 2001 and incorporated herein by reference.

- (2) Filed as an exhibit to our Current Report on Form 8-K filed with the SEC on December 26, 2007 and incorporated herein by reference.
- (3) Filed as an exhibit to our Current Report on Form 8-K filed with the SEC on January 14, 2003 and incorporated herein by reference.
- (4) Filed as an exhibit to our Current Report on Form 8-K filed with the SEC on May 19, 2003 and incorporated herein by reference.
- (5) Filed as an exhibit to our Current Report on Form 8-K filed with the SEC on August 23, 2000 and incorporated herein by reference.
- (6) Filed as an exhibit to our Quarterly Report on Form

10-Q for the
quarter ended
June 30, 2004,
and
incorporated
herein by
reference.