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LIGHTBRIDGE INC  
Form S-8  
October 13, 2004

Registration No. 333-

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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

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LIGHTBRIDGE, INC.  
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE  
(State or Other Jurisdiction of  
Incorporation or Organization)

04-3065140  
(I.R.S. Employer  
Identification No.)

30 CORPORATE DRIVE  
BURLINGTON, MA  
(Address of Principal Executive Offices)

01803  
(Zip Code)

LIGHTBRIDGE, INC. 1996 EMPLOYEE STOCK PURCHASE PLAN  
(Full Title of the Plan)

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MR. ROBERT E. DONAHUE  
President and Chief Executive Officer  
LIGHTBRIDGE, INC.  
30 Corporate Drive  
Burlington, Massachusetts 01803  
(NAME AND ADDRESS OF AGENT FOR SERVICE)

(781) 359-4000  
(TELEPHONE NUMBER, INCLUDING AREA CODE, OF AGENT FOR SERVICE)

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WITH COPIES TO:  
John D. Patterson, Jr., Esquire  
Alexander H. Pyle, Esquire  
Foley Hoag LLP  
155 Seaport Boulevard  
Boston, Massachusetts 02210  
(617) 832-1000

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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 -----	AM REG -----
Common Stock, \$.01 par value -----	200,000 (1) -----	\$ 5.02(2) -----	\$ 1,004,000.00 -----	\$ -----

(1) Represents additional shares of common stock available for issuance pursuant to the Lightbridge, Inc. 1996 Employee Stock Purchase Plan, as amended.

(2) Calculated pursuant to Rule 457(c) and (h)(1) under the Securities Act of 1933 based on the average of the high and low sales price of the common stock as reported on the Nasdaq National Market on October 5, 2004.

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This Registration Statement covers an additional 200,000 shares of common stock issuable pursuant to Lightbridge, Inc.'s 1996 Employee Stock Purchase Plan, as amended (the "Plan"). These shares are in addition to the 200,000 shares of common stock issuable under the Plan registered pursuant to the Registration Statement on Form S-8, File No. 333-101600, which Lightbridge, Inc. ("Lightbridge" or the "Registrant") filed with the Securities and Exchange Commission on December 2, 2002, the 200,000 shares of common stock issuable under the Plan registered pursuant to the Registration Statement on Form S-8, File No. 333-71890, which Lightbridge filed with the Securities and Exchange Commission on October 19, 2001, the 100,000 shares of common stock issuable under the Plan registered pursuant to the Registration Statement on Form S-8, File No. 333-43586, which Lightbridge filed with the Securities and Exchange Commission on August 11, 2000 and the 100,000 shares of common stock issuable under the Plan registered pursuant to the Registration Statement on Form S-8, File No. 333-21585, which Lightbridge filed with the Securities and Exchange Commission on February 11, 1997.

The contents of Lightbridge's Registration Statements on Form S-8, File Nos. 333-101600, 333-71890, 333-43586 and 333-21585 are incorporated herein by reference.

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PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 8. EXHIBITS.

Exhibit No. -----	Description -----
4.1 (1)	Amended and Restated Certificate of Incorporation of the Registrant
4.2 (1)	Amended and Restated By-Laws of the Registrant

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- 4.3 (2) Amendment to Amended and Restated By-Laws of the Registrant, adopted October 2
- 4.4 (1) Specimen Certificate for Common Stock of the Registrant
- 4.5 (3) Rights Agreement dated as of November 14, 1997, between Lightbridge, Inc. and Stock Transfer and Trust Company, as Rights Agent
- 4.6 (3) Form of Certificate of Designation of Series A Participating Cumulative Preferred of Lightbridge, Inc.
- 4.7 (3) Form of Right Certificate
- 4.8 (4) 1996 Employee Stock Purchase Plan, as amended
- 4.9 (5) Amendments to Lightbridge's 1996 Employee Stock Purchase Plan, as amended
- 4.10 (6) Amendment to Lightbridge's 1996 Employee Stock Purchase Plan, as amended
- 4.11\* Amendment to Lightbridge's 1996 Employee Stock Purchase Plan, as amended
- 5.1\* Opinion of Foley Hoag LLP
- 23.1\* Consent of Independent Registered Public Accounting Firm
- 23.2\* Consent of Foley Hoag LLP (included in Exhibit 5.1)
- 24.1\* Power of Attorney (contained on the signature page)

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\* Filed herewith

- (1) Incorporated by reference from the Registrant's Registration Statement on Form S-1, as amended (File No. 333-6589)
- (2) Incorporated by reference from the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 1998.
- (3) Incorporated by reference from the Registrant's Registration Statement on Form 8-A, as filed with the Securities and Exchange Commission on November 21, 1997.
- (4) Incorporated by reference from Lightbridge's Registration Statement on Form S-8, as filed with the Securities and Exchange Commission on August 11, 2000.
- (5) Incorporated by reference from Lightbridge's Quarterly Report on Form 10-Q for the quarter ended June 30, 2001.
- (6) Incorporated by reference from Lightbridge's Quarterly Report on Form 10-Q for the quarter ended September 30, 2002.

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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 TOWN OF BURLINGTON, MASSACHUSETTS, on this 12th day of October, 2004.

LIGHTBRIDGE, INC.

By: /s/ Robert E. Donahue

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Robert E. Donahue  
President and Chief Executive Officer

POWER OF ATTORNEY

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KNOW ALL MEN BY THESE PRESENTS that each individual whose signature appears below constitutes and appoints Robert E. Donahue as the undersigned's true and lawful attorney-in-fact and agent, with full power of substitution, for the undersigned and in the undersigned's 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 all documents in connection therewith, with the Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing which she may deem necessary or advisable to be done in connection with this Registration Statement, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or any substitute or substitutes for her, may lawfully do or cause to be done by virtue hereof.

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

SIGNATURE -----	TITLE -----	DATE ----
/s/ Robert E. Donahue ----- Robert E. Donahue	President, Chief Executive Officer and Director (Principal Executive Officer)	October 12,
/s/ Timothy C. O'Brien ----- Timothy C. O'Brien	Vice President, Finance & Administration and Chief Financial Officer (Principal Financial and Accounting Officer)	October 12,
/s/ David G. Turner ----- David G. Turner	Director	October 12,
/s/ Rachelle B. Chong ----- Rachelle B. Chong	Director	October 12,
/s/ Andrew G. Mills ----- Andrew G. Mills	Director	October 12,
/s/ Dorothy A. Terrell ----- Dorothy A. Terrell	Director	October 12,
/s/ Kevin C. Melia ----- Kevin C. Melia	Director	October 12,