

HURCO COMPANIES INC  
Form S-8  
June 22, 2005

As filed with the Securities and Exchange Commission on June  
22, 2005

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

**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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**HURCO COMPANIES, INC.**

(Exact name of registrant as specified in its charter)

**Indiana**

(State or other jurisdiction  
of incorporation or organization)

**35-1150732**

(I.R.S. Employer  
Identification No.)

**One Technology Way**

**Indianapolis, Indiana**

(Address of Principal Executive Offices)

**46268**

(Zip Code)

**HURCO COMPANIES, INC.**

**1997 STOCK OPTION AND INCENTIVE PLAN**

(Full title of the plan)

**Stephen J. Alesia**

**One Technology Way**

**Indianapolis, Indiana 46268**

(Name and address of agent for service)

**(317) 293-5309**

(Telephone number, including area code, of agent for service)

*Copy to:*

**David C. Worrell**

**Baker & Daniels LLP**

**300 North Meridian Street, Suite 2700**

**Indianapolis, Indiana 46204**

**(317) 237-0300**

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to registered</b>	<b>Amount to be registered (1)</b>	<b>Proposed maximum offering price per share (2)</b>	<b>Proposed maximum aggregate offering price (2)</b>	<b>Amount of registration fee (2)</b>
Common Stock, no par value	250,000 shares	\$17.415	\$4,353,750.00	\$512.44

(1) Together with an indeterminate number of additional shares which may be necessary to adjust the number of shares reserved for issuance pursuant to the Hurco Companies, Inc. 1997 Stock Option and Incentive Plan (the "Plan") as to the result of stock splits, stock dividends or similar adjustments of the outstanding Common Stock pursuant to Rule 416(a).

(2) Estimated solely for purposes of calculating the registration fee and computed in accordance with Rule 457(c) and (h) under the Securities Act using the average of the high and low sale prices of the Common Stock as reported by the Nasdaq Stock Market on June 21, 2005, which was \$17.415 per share.

**EXPLANATORY NOTE; INCORPORATION BY REFERENCE**

This Registration Statement relates to the registration of 250,000 additional shares of Common Stock, no par value, of Hurco Companies, Inc. (the "Registrant") reserved for issuance and delivery under the Registrant's 1997 Stock Option and Incentive Plan, as amended (the "Plan"). The increase in the number of shares authorized to be issued under the Plan was approved by the Registrant's shareholders on March 16, 2005. Pursuant to Form S-8 Registration Statements filed by the Registrant on October 8, 1997 and October 19, 2000, the Registrant has previously registered an aggregate of 750,000 shares of Common Stock reserved for issuance under the Plan. The contents of those Form S-8 Registration Statements (File Nos. 333-37401 and 333-48204) are incorporated herein by reference pursuant to General Instruction E to the Form S-8.

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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 City of Indianapolis, State of Indiana, on June 21, 2005.

**HURCO COMPANIES, INC.**

By: /s/ Stephen J. Alesia  
Stephen J. Alesia

Vice President, Secretary, Treasurer  
and Chief Financial Officer

**POWER OF ATTORNEY**

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in their respective capacities and on the respective dates indicated opposite their names. Each person whose signature appears below hereby authorizes each of Michael Doar and Stephen J. Alesia, each with full power of substitution, to execute in the name and on behalf of such person any post-effective amendment to this Registration Statement and to file the same, with exhibits thereto, and other documents in connection therewith, making such changes in this Registration Statement as the registrant deems appropriate, and appoints each of Michael Doar and Stephen J. Alesia, each with full power of substitution, attorney-in-fact to sign any amendment and any post-effective amendment to this Registration Statement and to file the same, with exhibits thereto, and other documents in connection therewith.

Signature	Title	Date
/s/ Michael Doar Michael Doar	Chairman of the Board, Chief Executive Officer and Director (Principal Executive Officer)	June 21, 2005
/s/ Stephen J. Alesia Stephen J. Alesia	Vice President, Secretary, Treasurer and Chief Financial Officer (Principal Financial Officer)	June 21, 2005
/s/ Sonja K. McClelland Sonja K. McClelland	Corporate Controller (Principal Accounting Officer)	June 21, 2005
/s/ Stephen H. Cooper Stephen H. Cooper	Director	June 21, 2005
/s/ Robert W. Cruickshank Robert W. Cruickshank	Director	June 21, 2005
/s/ Richard T. Niner Richard T. Niner	Director	June 21, 2005

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/s/ O. Curtis Noel                      Director                      June 21, 2005  
O. Curtis Noel

/s/ Charles E. Mitchell                      Director                      June 21, 2005  
Rentschler  
Charles E. Mitchell Rentschler

/s/ Gerald V. Roch                      Director                      June 21, 2005  
Gerald V. Roch

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**INDEX TO EXHIBITS**

**Exhibit**

**Description of Exhibit**

**No.**

- 4.1 Amended and Restated Articles of Incorporation of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Quarterly Report on 10-Q for the quarter ended July 31, 2000).
- 4.2 Amended and Restated By-Laws of the Registrant (incorporated by reference to Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed on January 11, 2005).
- 4.3 Hurco Companies, Inc. 1997 Stock Option and Incentive Plan, as amended (incorporated by reference to Annex A to the Registrant's Proxy Statement filed with the Commission on January 28, 2005).
- 5 Opinion of Baker & Daniels LLP, counsel for Registrant, as to the legality of the securities being registered.
- 23.1 Consent of PricewaterhouseCoopers LLP.
- 23.2 Consent of Baker & Daniels LLP (included in Exhibit 5).
- 24 Powers of Attorney (included on the Signature Page of the Registration Statement).

