

IPG PHOTONICS CORP  
Form S-8  
June 08, 2010

As filed with the Securities and Exchange Commission on June 8, 2010

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

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

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

**IPG PHOTONICS CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**04-3444218**  
(I.R.S. Employer  
Identification No.)

**50 Old Webster Road  
Oxford, Massachusetts 01540**  
(Address of Principal Executive Offices) (Zip Code)

**IPG Photonics Corporation Non-Employee Directors Stock Plan**  
(Full title of the plan)

**Valentin P. Gapontsev, Ph.D.**  
**Chief Executive Officer and Chairman of the Board**  
**IPG Photonics Corporation**  
**50 Old Webster Road**  
**Oxford, Massachusetts 01540**  
**(508) 373-1100**  
(Name, address, and telephone number of agent for service)

*with a copy to:*  
**Robert W. Ericson, Esq.**  
**David A. Sakowitz, Esq.**  
**Winston & Strawn LLP**  
**200 Park Avenue**  
**New York, New York 10166-4193**  
**(212) 294-6700**

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.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

(Do not check if a smaller reporting company)

(company)

**CALCULATION OF REGISTRATION FEE**

<b>Title of securities to be 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</b>
<b>Common Stock, par value \$0.0001, issuable pursuant to IPG Photonics Corporation Non-Employee Directors Stock Plan</b>	<b>320,000 shares</b>	<b>\$ 16.51</b>	<b>\$ 5,283,200</b>	<b>\$ 376.69</b>

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the Securities Act ), this Registration Statement shall be deemed to cover any additional shares of the Registrant's common stock that become issuable under the IPG Photonics Corporation Non-Employee Directors Stock Plan, as amended, as a result of a stock split, stock dividend or similar adjustment of the outstanding shares of common stock of IPG Photonics Corporation.
- (2) Estimated solely for the purpose of determining the registration fee. Pursuant to Rules 457(c) and 457(h)(1) under the Securities Act, based on the average of the high and low prices on June 4, 2010, as reported by the NASDAQ Global Market.
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**EXPLANATORY NOTE**

Pursuant to General Instruction E of Form S-8, this Registration Statement registers an additional 320,000 shares of common stock of IPG Photonics Corporation, a Delaware corporation (the Registrant), that may be issued under the Registrant's IPG Photonics Corporation Non-Employee Directors Stock Plan, as amended (the Plan).

**PART I**

**INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

The Registrant shall deliver the document containing the information in Part I of this Registration Statement on Form S-8 to each participant in the Plan, as specified by Rule 428(b)(1) under the Securities Act. Such document is not being filed with or included in this Registration Statement (by incorporation by reference or otherwise) in accordance with the rules and regulations of the Securities and Exchange Commission. Such document and the documents incorporated by reference into this Registration Statement pursuant to Item 3 of Part II of this Registration Statement, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The contents of the Registration Statement on Form S-8 filed by the Registrant on December 20, 2006 (Registration Statement No. 333-139509) are incorporated by reference into this Registration Statement.

**Item 8. Exhibits.**

- 4.1 IPG Photonics Corporation Non-Employee Directors Stock Plan (incorporated by reference to Exhibit 10.4 to the Registrant's Registration Statement on Form S-1 filed on December 20, 2006 (File No. 333-136521)).
- 4.2 Amendment to the IPG Photonics Corporation Non-Employee Directors Stock Plan (incorporated by reference to Exhibit A to the Registrant's definitive proxy statement on Schedule 14A filed on April 15, 2010 (File No. 001-33155)).
- 5.1\* Opinion of Winston & Strawn LLP.
- 23.1\* Consent of Deloitte & Touche LLP.
- 23.2\* Consent of Winston & Strawn LLP (included in Exhibit 5.1).
- 24.1\* Power of Attorney (included on signature page of the Registration Statement).

\* Filed herewith

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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 Oxford, Massachusetts, on this 8th day of June, 2010.

**IPG PHOTONICS CORPORATION**

By: /s/ Valentin P. Gapontsev  
Name: Valentin P. Gapontsev  
Title: Chief Executive Officer and  
Chairman of the Board

**POWER OF ATTORNEY**

**KNOW ALL MEN BY THESE PRESENTS**, that each person whose signature appears below constitutes and appoints Valentin P. Gapontsev as such person's true and lawful attorney-in-fact and agent, with full power of substitution and revocation, for such person and in such person'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 the other documents in connection therewith, and any registration statement relating to any offering made pursuant to this Registration Statement that is to be effective upon filing pursuant to Rule 462(b) under the Securities Act with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and things requisite and necessary to be done, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Oxford, Massachusetts, on June 8, 2010.

By /s/ Valentin P. Gapontsev

Chief Executive Officer,  
Chairman of the Board and Director  
(Principal Executive Officer)

**Valentin P. Gapontsev**

By /s/ Timothy P.V. Mammen

Chief Financial Officer  
(Principal Financial and Accounting Officer)

**Timothy P.V. Mammen**

By /s/ Robert A. Blair

Director

**Robert A. Blair**

By /s/ Michael C. Child

Director

**Michael C. Child**

By /s/ John H. Dalton

Director

**John H. Dalton**

By

Director

**Henry E. Gauthier**

By /s/ William S. Hurley

Director

**William S. Hurley**

By /s/ William F. Krupke

Director

**William F. Krupke**

By /s/ Igor Samartsev

Director

**Igor Samartsev**

By /s/ Eugene Shcherbakov

Director

**Eugene Shcherbakov**

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**INDEX TO EXHIBITS**

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