

ACT TELECONFERENCING INC  
Form S-8  
August 30, 2004

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As filed with the Securities and Exchange Commission on August 30, 2004.

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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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## ACT TELECONFERENCING, INC.

(Exact name of Registrant as specified in its charter)

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

**84-1132665**  
(IRS Employer  
Identification No.)

**1526 Cole Boulevard, Suite 300**  
**Golden, Colorado**  
(Address of Principal Executive Offices)

**80401**  
(Zip Code)

**ACT TELECONFERENCING, INC.**  
**401(K) PLAN**

(Full title of the plan)

**Gene Warren**  
**1526 Cole Boulevard**  
**Suite 300**  
**Golden, Colorado 80401**  
(Name and address of agent for service)

**303-233-3500**  
(Telephone number, including area code, of agent for service)

#### Calculation of Registration Fee

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Title of securities To be registered	Amount to be registered	Proposed maximum offering price per share(1)	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, no par value	900,000 shares	\$1.37(1)	\$1,233,000	\$156.22

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(1) Estimated solely for the purpose of calculating the registration fee, based on the average of the high and low prices reported on the Nasdaq National Market on August 23, 2004 pursuant to Rule 457(c).

**PART I**

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

**Item 1. Plan Information.\***

**Item 2. Registrant Information and Employee Plan Annual Information.\***

\* Information required by Part I to be contained in the Section 10(a) prospectus is omitted from the Registration Statement in accordance with Rule 428 under the Securities Act of 1933, as amended and the Note to Part I of Form S-8.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

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

ACT Teleconferencing, Inc. incorporates by reference the following documents filed with the Securities and Exchange Commission:

Our annual report on Form 10-K/A, filed April 15, 2004, which contains audited financial statements for our fiscal year ended December 31, 2003, the latest fiscal year for which such statements have been filed.

All our other reports filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (the "Exchange Act") since the end of the fiscal year ended December 31, 2003.

The description of our common stock set forth in our registration statement on Form 8-A, filed with the SEC on March 28, 1994.

The description of the rights to purchase our Series B Junior Participating Preferred stock set forth in our registration statement on Form 8-A, filed with the SEC on December 7, 1999.

All the reports and other documents we subsequently file pursuant to Sections 13(a), 13(c), 14, or 15(d) of the Exchange Act after the date of this registration statement and before the filing of a post-effective amendment which indicates that all of the shares of common stock offered have been sold or which deregisters all shares of the common stock then remaining unsold shall be deemed to be incorporated by reference in and a part of this registration statement from the date of filing of the documents.

Any statement contained in a document incorporated, or deemed to be incorporated, by reference in this registration statement shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained in this registration statement or incorporated by reference or in any other subsequently filed document that also is or is deemed to be incorporated by reference modifies or supersedes the statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

**Item 4. Description of Securities.**

Not applicable.

**Item 5. Interests of Named Experts and Counsel.**

Not applicable.

**Item 6. Indemnification of Directors and Officers.**

The Colorado Business Corporation Act permits a corporation organized under the Colorado Business Corporation Act to indemnify its directors, officers, employees, and agents for specified acts. Our articles of incorporation have been prepared to conform to the Colorado Business Corporation Act.

In general, we may indemnify any officer, director, employee, fiduciary, or agent against reasonable expenses, fines, penalties, settlements, or judgments arising in connection with a legal proceeding to which such person is a party, if that person's actions were in good faith, were reasonably believed to be in our best interest, and were not unlawful. Indemnification is mandatory with respect to a director or officer who was wholly successful in defense of a proceeding. In all other cases, indemnification of a director, officer, employee, or agent requires a determination by an independent decision of our board of directors, by independent legal counsel, or by a vote of the shareholders that the applicable standard of conduct was met by the person to be indemnified.

The circumstances under which indemnification is granted in connection with an action brought on our behalf are generally the same as those set forth above; however, with respect to the actions against directors, indemnification is granted only for reasonable expenses actually incurred in connection with the defense or settlement of the action. In these actions, the person to be indemnified must have acted in good faith and in a manner the person reasonably believed was in our best interest, the person must not have been adjudged liable to us, and the person must not have received an improper personal benefit.

Indemnification may also be granted pursuant to the terms of agreements which may be entered into in the future pursuant to a vote of shareholders or directors. In addition, we are authorized to purchase and maintain insurance which protects our officers and directors against any liabilities incurred in connection with their services in their positions, and we may obtain one or more such insurance policies in the future.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

The following is a list of all exhibits filed as part of this registration statement or, as noted, incorporated by reference into this registration statement:

<u>Exhibit No.</u>	<u>Description and Method of Filing</u>
Exhibit 5.1	Opinion of Faegre & Benson LLP on legality of stock offered.
Exhibit 23.1	Consent of Hein & Associates LLP.
Exhibit 23.2	Consent of Ernst & Young
Exhibit 23.3	Consent of Faegre & Benson LLP (Included in Exhibit 5.1).

**Item 9. Undertakings.**

We hereby undertake:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.



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<u>Signature</u>	<u>Title</u>
<hr/> /s/ JULES L. DEVIGNE <hr/>	Director
Jules L. DeVigne	
<hr/>	Director
Malcolm M. Aslin	
<hr/>	Director
/s/ JAMES F. SEIFERT <hr/>	Director
James F. Seifert	
<hr/>	Chairman of the Board of Directors
/s/ MACK V. TRAYNOR, III <hr/>	
Mack V. Traynor, III	

**Exhibit Index**

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PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

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SIGNATURES

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