

SHELLS SEAFOOD RESTAURANTS INC  
Form S-8  
September 01, 2005

As filed with the Securities and Exchange Commission on September 1, 2005

Registration No. 333-

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

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

**SHELLS SEAFOOD RESTAURANTS, INC.**  
(Exact Name of Registrant as Specified in Its Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**65-0427966**  
(I.R.S. Employer Identification  
Number)

**16313 N. Dale Mabry Highway  
Suite 100  
Tampa, Florida 33618**  
(Address, including zip code, of principal executive offices)

**Shells Seafood Restaurants, Inc. 2002 Equity Incentive Plan**  
(Full Title of the Plan)

**Leslie J. Christon**  
**16313 N. Dale Mabry Highway**  
**Suite 100**  
**Tampa, Florida 33618**  
**(813) 961-0944**  
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies of all communications, including all communications sent to the agent for service, should be sent to:

**Sheldon G. Nussbaum, Esq.**  
**Fulbright & Jaworski L.L.P.**  
**666 Fifth Avenue**  
**New York, New York 10103**  
**(212) 318-3000**  
**Facsimile: (212) 318-3400**

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**CALCULATION OF REGISTRATION FEE**

<b>Title Of Each Class of Securities To Be Registered</b>	<b>Amount To Be Registered (1)</b>	<b>Proposed Maximum Offering Price</b>	<b>Proposed Maximum Aggregate</b>	<b>Amount Of Registration Fee</b>
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		<b>Per Share</b>		<b>Offering Price</b>	
Common Stock, \$0.01 par value per share	2,126,714	\$	1.11 (2)	\$	278
Common Stock, \$0.01 par value per share	1,023,286	\$	0.77 (3)	\$	93
<b>Total</b>	<b>3,150,000</b>			<b>\$</b>	<b>371</b>

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- (1) **This registration statement shall also cover an additional indeterminable number of shares of common stock as may be required pursuant to the Shells Seafood Restaurants, Inc. 2002 Equity Incentive Plan, as amended, in the event of a stock dividend, stock split, recapitalization or other similar change in the shares.**
- (2) **Pursuant to Rule 457(c), the proposed maximum offering price per share was calculated based on \$1.11, the average of the bid and asked price of the Registrant's common stock on the Over-the-Counter Bulletin Board on August 29, 2005.**
- (3) **Pursuant to Rule 457(h)(1), the proposed maximum offering price per share is the price at which the options may be exercised.**
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**STATEMENT UNDER GENERAL INSTRUCTION E**

**REGISTRATION OF ADDITIONAL SECURITIES**

This Registration Statement on Form S-8 is being filed for the purposes of registering an additional 3,150,000 shares of common stock, par value \$0.01 per share, of Shells Seafood Restaurants, Inc., a Delaware corporation, to be issued pursuant to the Registrant's 2002 Equity Incentive Plan, as amended (the "2002 Plan").

Pursuant to General Instruction E to Form S-8, the Registrant's Registration Statement on Form S-8 previously filed with the Securities and Exchange Commission on April 25, 2003 (No. 333-104747) is incorporated herein by reference.

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**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

ITEM 8. EXHIBITS.

The following exhibits are filed as part of this Registration Statement.

<u>Exhibit No.</u>	<u>Description</u>
4.1	Shells Seafood Restaurants, Inc. 2002 Equity Incentive Plan, as amended (filed herewith).
5.1	Opinion of Fulbright & Jaworski L.L.P. (filed herewith).
23.1	Consent of Counsel (contained in Exhibit 5.1).
23.2	Consent of Independent Registered Public Accounting Firm (filed herewith).
24.1	Power of Attorney (included on signature page).

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**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Tampa, State of Florida, on this 1<sup>st</sup> day of September 2005.

**SHELLS SEAFOOD RESTAURANTS, INC.**

By: /s/ Leslie J. Christon

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Leslie J. Christon  
President and Chief Executive Officer

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Leslie J. Christon and Warren R. Nelson, or either of them, as his true and lawful attorneys-in-fact and agents, 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 pre- or post- effective amendments) to this Registration Statement and any additional registration statement pursuant to Rule 462 under the Securities Act and to file the same, with all exhibits thereto, and other documents in connection therewith, with the 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 either of them, or their or his substitute or substitutes, 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.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Leslie J. Christon Leslie J. Christon	President, Chief Executive Officer and Director (Principal Executive Officer)	September 1, 2005
/s/ Warren R. Nelson Warren R. Nelson	Chief Financial Officer (Principal Financial and Accounting Officer)	September 1, 2005
/s/ Philip R. Chapman Philip R. Chapman	Chairman of the Board	September 1, 2005
/s/ John F. Hoffner John F. Hoffner	Director	September 1, 2005
/s/ Michael R. Golding Michael R. Golding	Director	September 1, 2005

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/s/ Gary L. Herman Gary L. Herman	Director	September 1, 2005
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/s/ Christopher D. Illick	Director	September 1, 2005
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Christopher D. Illick

/s/ Jay A. Wolf Jay A. Wolf	Director	September 1, 2005
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INDEX TO EXHIBITS

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