

NEXUS TELOCATION SYSTEMS LTD

Form S-8

September 10, 2004

As filed with the Securities and Exchange Commission on September 7, 2004

Registration No. 33-

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

NEXUS TELOCATION SYSTEMS LTD.

(Exact name of Registrant as specified in its charter)

Israel

(State or other jurisdiction of incorporation
or organization)

Not Applicable

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

**1 Korazin Street
Givatayim 53583 Israel
972-3-572-3111**

(Address of Registrant's principal executive offices)

NEXUS TELOCATION SYSTEMS LTD. EMPLOYEE SHARE OPTION PLAN (2003)

(full title of the plan)

**Nexus Telocation Systems Ltd.
Givatayim 53583 Israel
972-3-572-3111**

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

Copies to:

Orly Tsioni, Adv.
Yigal Arnon & Co.
1 Azrieli Center
Tel Aviv 67021, Israel
(972-3) 608-7777

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered ¹	Proposed maximum offering price per	Proposed maximum aggregate offering	Amount of registration fee ²
Ordinary Shares	3,000,000	\$0.135	\$405,000	\$52

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- 1 In addition, in accordance with Rule 416(a) under the Securities Act of 1933, this registration statement also covers such indeterminate number of shares as may become subject to options under the Nexus Telocation Systems Ltd. Employee Share Option Plan (2003) as a result of the adjustment provisions therein.
- 2 The registration fee for Ordinary Shares which may be purchased upon exercise of outstanding options under the plan was calculated pursuant to Rule 457 (h) and pursuant to Section 6(b) of the Securities Act of 1933 as follows: average of high and low prices within 5 business days prior to the date of filing multiplied by .0001267.

REGISTRATION OF ADDITIONAL SECURITIES

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed with the Securities Exchange Commission for the purpose of registering an additional 3,000,000 Ordinary Shares, par value NIS 0.03 each, of Nexus Telocation Systems Ltd. (the Registrant), issuable pursuant to the Registrant's Employee Shares Option Plan (2003), as amended (the Plan). The Registrant's earlier Registration Statement on Form S-8, filed on March 9, 2004, file number 333-113420, relating to 15,000,000 of its Ordinary Shares, par value NIS 0.03 each, issuable pursuant to the Plan is incorporated herein by reference. These additional 3,000,000 Ordinary Shares have become authorized for issuance under the Plan in accordance with the resolution of the Board of Directors of the Registrant adopted in their meeting held May 2, 2004.

Incorporation of Certain Information by Reference

Pursuant to General Instruction E to Form S-8 the following documents filed by the Registrant are incorporated by reference in this registration statement.

- (a) Registrant's Registration Statement on Form S-8, filed on March 9, 2004, file number 333-113420.
- (b) Registrant's Annual Report on Form 20-F for the year ended December 31, 2003, filed on June 30, 2004, including any amendment or report subsequently filed by the Registrant for the purpose of updating the information contained therein.
- (c) All other reports filed by the Registrant pursuant to Sections 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, since June 30, 2004 including our Report of Foreign Private Issuers on Form 6-K filed on

Month	Filing Date
July 2004	July 27, 2004

Item 8. Exhibits

- Exhibit 5.1 Opinion of Yigal Arnon & Co.
 - Exhibit 23.1 Consent of Yigal Arnon & Co. (included in the opinion of Yigal Arnon & Co. filed as Exhibit 5.1 herein).
 - Exhibit 23.2 Consent of Kost Forer Gabbay & Kasierer C.P.A. (formerly Kost, Forer & Gabbay).
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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 Givatayim, State of Israel, on the 31st day of August, 2004.

NEXUS TELOCATION SYSTEMS LTD.

BY: /S/ Yossi Ben Shalom

Yossi Ben Shalom,
Chairman of the Board of Directors

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Yossi Ben Shalom and Arik Avni and each of them severally, his true and lawful attorney-in-fact, and agent each with power to act with or without the other, and with full power of substitution and resubstitution, to execute in the name of such person, in his capacity as a director or officer of Nexus Telocation Systems Limited, any and all amendments to this Registration Statement on Form S-8 and all instruments necessary or incidental in connection therewith, and to file the same with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or their substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Yossi Ben Shalom</u> <u>Yossi Ben Shalom</u>	<u>Chairman of the Board of</u> <u>Directors</u>	<u>August 31, 2004</u>
<u>/s/ Arik Avni</u> <u>Arik Avni</u>	<u>President and Chief Executive</u> <u>Officer</u>	<u>August 31, 2004</u>
<u>/s/ Ronen Stein</u> <u>Ronen Stein</u>	<u>Chief Financial Officer</u>	<u>August 31, 2004</u>
<u>/s/ Barak Dotan</u> <u>Barak Dotan</u>	<u>Director</u>	<u>August 31, 2004</u>

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/s/ Ken Lalo Director August 31, 2004

Ken Lalo

/s/ Yoel Rosenthal Director August 31, 2004

Yoel Rosenthal

/s/ Alicia Rotbard Independent Director August 31, 2004

Alicia Rotbard

/s/ Ben Ami Gov Independent Director August 31, 2004

Ben Ami Gov

