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EXFO ELECTRO OPTICAL ENGINEERING INC
Form S-8
June 29, 2004

As filed with the Securities and Exchange Commission on June 28, 2004

Registration No. 333-

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

EXFO ELECTRO-OPTICAL ENGINEERING INC.
(Exact name of registrant as specified in its charter)

CANADA
(State or other
jurisdiction of
incorporation or
organization)

98-0131231
(I.R.S. Employer
Identification No.)

400 GODIN AVENUE
VANIER, QUEBEC
CANADA G1M 2K2
(418) 683-0211
(Address, Including Zip Code, and Telephone Number,
including Area Code, of Registrant's Principal Executive Offices)

STOCK OPTION PLAN
(Full title of the plan)

CT CORPORATION SYSTEM
111 EIGHTH AVENUE
NEW YORK, NEW YORK 10011
(212) 894-8940
(Name and Address, including Zip Code,
and Telephone Number, including Area Code of Agent For Service)

COPIES TO:
EDWIN S. MAYNARD, ESQ.
PAUL, WEISS, RIFKIND, WHARTON & GARRISON LLP
1285 AVENUE OF THE AMERICAS
NEW YORK, NEW YORK 10019-6064
(212) 373-3000

CALCULATION OF REGISTRATION FEE

| ===== | | | |
|-----------------------------------|--------|---------------------------------|----------------------------------|
| TITLE OF EACH CLASS OF SECURITIES | AMOUNT | PROPOSED MAXIMUM OFFERING PRICE | PROPOSED MAXIMUM AGGREGATE OFFER |

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| TO BE REGISTERED | TO BE REGISTERED | PER SHARE (3) | PRICE (3) |
|---|-------------------|---------------|----------------|
| Subordinate voting shares, without par value | 1,835,192 (1) (2) | U.S. \$4.32 | U.S. \$7,928,0 |

- (1) Represents 1,835,192 shares issuable upon exercise of options to be granted pursuant to the Registrant's Stock Option Plan.
- (2) This Registration Statement shall, in accordance with Rule 416 under the Securities Act of 1933, as amended, be deemed to cover such additional shares as may be issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (3) Estimated solely for the purpose of computing the registration fee in accordance with Rule 457(c) and 457(h) (1) of the Securities Act and based on the average of the high and the low prices of the subordinate voting shares reported on the Nasdaq National Market on June 22, 2004.

EXPLANATORY NOTE

Pursuant to General Instruction E of Form S-8, the registrant, EXFO Electro-Optical Engineering Inc. (the "Registrant"), is filing this registration statement with respect to the issuance of an additional 1,835,192 shares issuable upon exercise of options to be granted pursuant to the Registrant's Stock Option Plan (the "Plan"). On June 28, 2001, the Registrant filed a registration statement (the "Original Registration Statement") on Form S-8 (File No. 333-64004) with respect to the issuance of 4,470,961 shares issuable upon exercise shares of options to be granted pursuant to the Plan. The contents of the Original Registration Statement are hereby incorporated in this registration statement by reference.

PART II

INFORMATION REQUIRED IN THE
REGISTRATION STATEMENT

| EXHIBIT NO. | DESCRIPTION OF EXHIBIT |
|-------------|--|
| 4.1(a) * | Stock Option Plan |
| 5.1 | Opinion of Fasken Martineau DuMoulin LLP regarding the legality of the securities being registered |
| 23.1 | Consent of PricewaterhouseCoopers LLP |
| 23.2 | Consent of Fasken Martineau DuMoulin LLP (contained in Exhibit 5.1) |
| 24.1 | Power of attorney (included on the signature page) |

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* Incorporated by reference from Form S-8 filed on June 28, 2001
(File No. 333-64004)

SIGNATURES

Pursuant to the requirements of the Securities Act, 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 Vanier, Province of Quebec, Canada, on June 28, 2004.

EXFO ELECTRO-OPTICAL ENGINEERING INC.

By: /s/ Germain Lamonde

Name: Germain Lamonde
Title: Chairman of the Board, President
and Chief Executive Officer

POWER OF ATTORNEY

We, the undersigned, officers and directors of EXFO Electro-Optical Engineering Inc. hereby severally constitute Germain Lamonde and Pierre Plamondon, or any one of them, with full power to act without the other, our true and lawful attorneys, with full power to sign for us and in our names in the capacities indicated below, any and all amendments, including post-effective amendments, to this Registration Statement, and generally do all such things in our name and behalf in such capacities to enable EXFO Electro-Optical Engineering Inc. to comply with the applicable provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, and we hereby ratify and confirm our signatures as they may be signed by our said attorneys to any and all such amendments.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement on Form S-8 has been signed by the following persons in the capacities indicated on June 28, 2004:

| SIGNATURES | TITLE |
|---|---|
| /s/ Germain Lamonde ----- Germain Lamonde | Chairman of the Board, President and Chief Executive Officer* (Principal Executive Officer) |
| /s/ Pierre Plamondon ----- Pierre Plamondon, CA | Vice-President, Finance and Chief Financial Officer (Principal Financial and Accounting Officer) |
| /s/ Pierre Marcouiller ----- Pierre Marcouiller | Director* |

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/s/ David A. Thompson
----- Director*
David A. Thompson

/s/ Andre Tremblay
----- Director*
Andre Tremblay

/s/ Michael Unger
----- Director*
Michael Unger

II-2

SIGNATURES

TITLE

/s/ Guy Marier
----- Director*
Guy Marier

II-3

Authorized Representative in the United States:

EXFO America Inc.

By: /s/ Germain Lamonde

Name: Germain Lamonde
Title: Director

* The Stock Option Plan, under which the Shares being registered pursuant to this Registration Statement are issuable, is subject to administration by the Board of Directors of the Registrant

II-4

| EXHIBIT NO. ----- | DESCRIPTION OF EXHIBIT ----- |
|----------------------|--|
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23.2 Consent of Fasken Martineau DuMoulin LLP (contained
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24.1 Power of attorney (included on the signature page)

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333-64004)

II-5