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ORTHOLOGIC CORP
Form S-8
May 01, 2002

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON APRIL _____, 2002
REGISTRATION NO. 333-_____

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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

ORTHOLOGIC CORP.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE
(STATE OR OTHER JURISDICTION
OF INCORPORATION OR ORGANIZATION)

86-0585310
(I.R.S. EMPLOYER
IDENTIFICATION NO.)

1275 WEST WASHINGTON, TEMPE, ARIZONA 85281
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES) (ZIP CODE)

ORTHOLOGIC CORP. 1997 STOCK OPTION PLAN
(FULL TITLE OF THE PLAN)

	COPY TO:
THOMAS R. TROTTER	P. ROBERT MOYA, ESQ.
CHIEF EXECUTIVE OFFICER	QUARLES & BRADY STREICH LANG LLP
ORTHOLOGIC CORP.	One Renaissance Square
1275 West Washington	Two North Central Avenue
Tempe, Arizona 85281	Phoenix, Arizona 85004
(NAME AND ADDRESS OF AGENT FOR SERVICE)	

(602) 286-5520
(TELEPHONE NUMBER, INCLUDING AREA CODE, OF AGENT FOR SERVICE)

CALCULATION OF REGISTRATION FEE

TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE	PRO AGGR
Common Stock, \$.0005 par value per share(1)	2,150,000 shares(2)	(3) (4)	\$

(1) The securities to be registered include options to acquire Common Stock.

(2) The Plan provides for the possible adjustment of the number, price and kind

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of shares covered by options granted or to be granted in the event of certain capital or other changes affecting Registrant's Common Stock. This Registration Statement therefore covers, in addition to the above-stated shares, an indeterminate number of shares that may become subject to the Plan by means of any such adjustment.

- (3) Pursuant to Rule 457(h), estimated solely for the purpose of computing the registration fee, based upon (i) the aggregate exercise price of \$3.6812 for the 1,385,597 shares underlying outstanding options, and (ii) as to the remaining 764,403 shares available, \$5.75 per share, which is the average of the high and low sales prices of Registrant's Common Stock on April 22, 2002 as reported in the Nasdaq National Market.
- (4) The actual offering price will be determined in accordance with the terms of the Plan. However, with respect to an incentive stock option, in no event shall such price be less than 100% of the fair market value of Registrant's Common Stock on the date on which the option is granted.

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INFORMATION REQUIRED PURSUANT TO GENERAL INSTRUCTION E TO FORM S-8

This Registration Statement is being filed for the purpose of increasing the number of securities of the same class as other securities for which a Registration Statement of the Registrant on Form S-8 relating to the same employee benefit plan is effective. This Registration Statement covers 2,150,000 shares of common stock, which together with the 1,040,000 already registered, constitute 3,190,000 shares of common stock registered for issuance under the OrthoLogic Corp. 1997 Stock Option Plan.

Registrant's Form S-8 Registration Statement filed with the Securities and Exchange Commission on September 12, 1997 (File No. 333-35507) is hereby incorporated by reference.

EXHIBITS

See the Exhibit Index which is incorporated herein by reference.

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 Phoenix, State of Arizona, on April 24, 2002.

ORTHOLOGIC CORP.
(Registrant)

By: /s/ Thomas R. Trotter

Thomas R. Trotter
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Thomas R. Trotter and Sherry Sturman and each of them, 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

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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 other documents in connection therewith, with the Securities and Exchange Commission, and any other regulatory authority, 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 and about the premises, 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 any of them, or their substitutes, may lawfully do or cause to be done by virtue hereof.

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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.

PERSON -----	TITLE -----	DATE ----
/s/ THOMAS R. TROTTER ----- Thomas R. Trotter	Chief Executive Officer and Director (Principal Executive Officer)	April 15, 2002
/s/ JOHN M. HOLLIMAN, III ----- John M. Holliman, III	Chairman of the Board and Director	April 15, 2002
/s/ FREDRIC J. FELDMAN ----- Fredric J. Feldman	Director	April 13, 2002
/s/ ELWOOD D. HOWSE, JR. ----- Elwood D. Howse, Jr.	Director	April 12, 2002
/s/ AUGUSTUS A. WHITE, III ----- Augustus A. White, III	Director	April 22, 2002
/s/ STUART H. ALTMAN, PH.D. ----- Stuart H. Altman, Ph.D.	Director	April 22, 2002
/s/ SHERRY STURMAN ----- Sherry Sturman	Chief Financial Officer (Principal Financial and Accounting Officer)	April 15, 2002

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ORTHOLOGIC CORP.
(THE "REGISTRANT")

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(COMMISSION FILE NO. 0-21214)

EXHIBIT INDEX TO FORM S-8 REGISTRATION STATEMENT

EXHIBIT NUMBER -----	DESCRIPTION -----	INCORPORATED HEREIN BY REFERENCE TO -----
5	Opinion of Quarles & Brady Streich Lang LLP	
23.1	Consent of Deloitte & Touche LLP	
23.3	Consent of Counsel	
24	Powers of Attorney	
99.1	OrthoLogic Corp. 1997 Stock Option Plan	Exhibit 4.5 to the Registrant's Form 10-Q for the quarter ended June 30, 1997