

J2 GLOBAL COMMUNICATIONS INC

Form S-8

March 11, 2008

As filed with the Securities and Exchange Commission on March 11, 2008

Registration No. 333-_____

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

j2 GLOBAL COMMUNICATIONS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

51-0371142
(I.R.S. Employer
Identification Number)

6922 Hollywood Boulevard
Suite 500
Los Angeles, California 90028
(Address of Principal Executive Offices) (Zip Code)

j2 GLOBAL COMMUNICATIONS, INC.
2007 STOCK PLAN
(Full title of the plan)

Jeffrey D. Adelman, Esq.
6922 Hollywood Boulevard
Suite 500
Los Angeles, California 90028
(Name and address of agent for service)

(323) 860-9200

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer,” and “smaller reporting company” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

| Title of securities to be registered | Amount to be registered (1) | Proposed maximum offering price per share (2) | Proposed maximum Aggregate offering price | Amount of registration fee |
|--------------------------------------|-----------------------------|---|---|----------------------------|
| Common Shares, \$0.01 par value | 4,500,000 | \$22.135 | \$99,607,500 | \$3,914.57 |

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”) this Registration Statement also covers an indeterminate number of additional Common Shares that may be offered or sold pursuant to the employee benefit plan described herein which may become issuable pursuant to the anti-dilution provisions of the plan.

(2) Estimated solely for purposes of calculating the registration fee pursuant to Rules 457(c) and 457(h) under the Securities Act; based upon the average of the high and low prices of j2 Global Communications, Inc. Common Shares as reported on the NASDAQ Global Select Market on March 5, 2008.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The Registrant's Annual Report on Form 10-K for the year ended December 31, 2007, as filed with the Securities and Exchange Commission (the "Commission") on February 25, 2008, and all other reports filed with the Commission pursuant to the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") since December 31, 2007, are hereby incorporated by reference.

The description of the common shares of the Registrant (the "Common Shares") contained in the Registrant's Registration Statement on Form S-1/A filed with the Commission on July 22, 1999, and any other amendments or reports filed for the purpose of updating such description, is hereby incorporated by reference.

Any definitive Proxy Statement or Information Statement filed pursuant to Section 14 of the Exchange Act and all reports which may be filed with the Commission pursuant to Section 13, 14 or 15(d) of the Exchange Act subsequent to the date hereof prior to the completion of the offering contemplated hereby shall also be deemed to be incorporated herein by reference and to be made a part hereof from the date of filing such documents.

The Registrant will provide without charge to each participant in the j2 Global Communications, Inc. 2007 Stock Plan, upon the request of any such person, a copy of all of the documents which are incorporated herein by reference, other than exhibits to such documents (unless such exhibits are specifically incorporated by reference into such documents). Requests should be directed to j2 Global Communications, Inc., 6922 Hollywood Boulevard, Suite 500, Los Angeles, California 90028, Attention: Investor Relations Department, telephone number (323) 860-9200.

Item 4. Description of Securities

The Common Shares are registered under Section 12 of the Exchange Act.

Item 5. Interests of Named Experts and Counsel

Jeffrey D. Adelman, Esq. is an employee of the Registrant. As of March 11, 2008, Mr. Adelman, together with members of his immediate family, owned an aggregate of 3,212 Common Shares, options to purchase an aggregate of 45,000 Common Shares and 18,000 restricted shares of the Registrant.

Item 6. Indemnification of Directors and Officers

As permitted by Delaware law, the Registrant's certificate of incorporation includes a provision that eliminates the personal liability of the Registrant's directors to the Registrant or its stockholders for monetary damages for breach of fiduciary duty as a director.

Article VI of the Registrant's By-laws provides:

"The Corporation shall indemnify to the full extent permitted by law any person made or threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person or such person's testator or intestate is or was a director, officer or employee of the Corporation or serves

or served at the request of the Corporation any other enterprise as a director, officer or employee. Expenses, including attorneys' fees, incurred by any such person in defending any such action, suit or proceeding shall be paid or reimbursed by the Corporation promptly upon receipt by it of an undertaking of such person to repay such expenses if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation. The rights provided to any person by this by-law shall be enforceable against the Corporation by such person who shall be presumed to have relied upon it in serving or continuing to serve as a director, officer or employee as provided above. No amendment of this by-law shall impair the rights of any person arising at any time with respect to events occurring prior to such amendment. For purposes of this by-law, the term 'Corporation' shall include any predecessor of the Corporation and any constituent corporation (including any constituent of a constituent) absorbed by the Corporation in a consolidation or merger; the term 'other enterprise' shall include any corporation, partnership, joint venture, trust or employee benefit plan; service 'at the request of the Corporation' shall include service as a director, officer or employee of the Corporation which imposes duties on, or involves services by, such director, officer or employee with respect to an employee benefit plan, our participants or beneficiaries; any excise taxes assessed on a person with respect to an employee benefit plan shall be deemed to be indemnifiable expenses; and action by a person with respect to an employee benefit plan which such person reasonably believes to be in the interest of the participants and beneficiaries of such plan shall be deemed to be action not opposed to the best interests of the Corporation."

The Registrant has also obtained a policy of directors' and officers' liability insurance for its directors and officers to insure directors and officers against the cost of defense, settlement or payment of a judgment under certain circumstances.

Item 7. Exemption from Registration Claimed

Not applicable.

Item 8. Exhibits

See the Exhibit Index attached hereto.

Item 9. Undertakings

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement.

(iii) 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;

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) of this section do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to section 13 or section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to section 13(a) or section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Exchange Act) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer and controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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 Los Angeles, State of California, on March 11, 2008.

j2 GLOBAL COMMUNICATIONS, INC.

By: /s/ NEHEMIA ZUCKER
Nehemia Zucker
Co-President and Chief Operating
Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned officers and directors of the Registrant, which is about to file with the Commission, under the provisions of the Securities Act, a Registration Statement on Form S-8 in connection with the issuance of common shares pursuant to the Registrant's 2007 Stock Plan, hereby constitute and appoint Nehemia Zucker, Kathleen Griggs and Jeffrey D. Adelman, and each of them, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign the Registration Statement, any and all amendments and documents related thereto, and to file the same, and all exhibits thereto, and other documents relating thereto, with the Commission, and grants unto each of said attorneys-in-fact and substitute or substitutes full power and authority to do each and every act and thing requested and necessary to be done in and about the premises as fully to all intents and purposes as he or she might do in person, and hereby ratifies and confirms all things that each of said attorneys-in-fact and substitute or substitutes may lawfully do and seek to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities indicated on the 11th day of March, 2008.

| Signature | Title |
|--|---|
| /S/ NEHEMIA ZUCKER Nehemia Zucker | Co-President and Chief Operating Officer (principal executive officer) |
| /S/ KATHLEEN GRIGGS Kathleen Griggs | Chief Financial Officer (principal financial officer) |
| /S/ RICHARD S. RESSLER Richard S. Ressler | Director, Chairman of the Board |
| /S/ DOUGLAS Y. BECH Douglas Y. Bech | Director |

Exhibit Index

| Exhibit No. | Description |
|-------------|---|
| 4.1* | Amended and Restated Certificate of Incorporation of the Registrant, as amended, filed as Exhibit 3.1 of the Registrant's registration statement of Form S-1 filed on April 16, 1999 and incorporated herein by reference |
| 4.2* | Amended and Restated Bylaws of the Registrant filed as Exhibit 3.2 of the Registrant's registration statement of Form S-1 filed on April 16, 1999 and incorporated herein by reference |
| 5 | Opinion of Jeffrey D. Adelman, Esq. as to legality of the Common Shares being registered hereunder |
| 10 | j2 Global Communications, Inc. 2007 Stock Plan |
| 23.1 | Consent of Independent Registered Public Accounting Firm |
| 23.2 | Consent of Independent Registered Public Accounting Firm |
| 23.3 | Consent of Jeffrey D. Adelman, Esq. (included in Exhibit 5) |
| 24 | Powers of Attorney (included on signature page) |

* Incorporated herein by reference.