

ARRIS GROUP INC  
Form S-8  
June 28, 2013

As filed with the Securities and Exchange Commission on June 28, 2013

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 20549

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

**ARRIS GROUP, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**58-2588724**  
(I.R.S. Employer  
Identification No.)

**3871 Lakefield Drive**

**Suwanee, Georgia**  
(Address of principal executive offices)

**30024**  
(Zip Code)

**ARRIS Group, Inc. Employee Stock Purchase Plan**

(Full title of the plan)

**Lawrence A. Margolis**

**ARRIS Group, Inc.**

**3871 Lakefield Drive**

**Suwanee, Georgia 30024**

**(678) 473-2000**

(Name and address of agent for service)

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

*The Commission is requested to mail signed copies of all orders, notices and communications to:*

**W. Brinkley Dickerson, Jr.**

**Troutman Sanders LLP**

**600 Peachtree Street, N.E., Suite 5200**

**Atlanta, Georgia 30308-2216**

**(404) 885-3000**

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  (Do not check if a smaller reporting company)

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(2)	Amount of Registration Fee(2)
Common Stock, par value \$0.01 per share	3,000,000	\$14.43	\$43,290,000	\$5,904.76

- (1) This Registration Statement registers 3,000,000 shares of Common Stock, not previously registered, under the ARRIS Group, Inc. Employee Stock Purchase Plan (the Amended ESPP).
- (2) Estimated solely for the purpose of calculating the registration fee and computed in accordance with Rule 457(c) and (h) under the Securities Act using the average of the high and low sale prices of the Common Stock as reported by The NASDAQ Global Select Market on June 26, 2013, which was \$14.43 per share.

## STATEMENT PURSUANT TO GENERAL INSTRUCTION E

## OF FORM S-8 REGISTRATION OF ADDITIONAL SECURITIES

This Registration Statement relates to the registration of 3,000,000 additional shares of Common Stock, par value \$0.01 per share (the Common Stock), of ARRIS Group, Inc. (the Registrant) reserved for issuance and delivery under the ARRIS Group, Inc. Employee Stock Purchase Plan (as amended through April 2013) (the Amended ESPP). The increase in the number of shares authorized to be issued under the Amended ESPP was approved by the Registrant's shareholders on June 5, 2013. The Registrant has previously registered for issuance under the ARRIS Group, Inc. Employee Stock Purchase Plan (previously titled Broadband Parent Corporation Employee Stock Purchase Plan): (A) 800,000 shares of Common Stock pursuant to a Registration Statement on Form S-8 filed by the Registrant on August 20, 2001 (the 2001 S-8); (B) 1,000,000 shares of Common Stock pursuant to a Registration Statement on Form S-8 filed by the Registrant on June 6, 2003 (the 2003 S-8); and (C) 2,000,000 shares of Common Stock pursuant to a Registration Statement on Form S-8 filed by the Registrant on August 11, 2009 (collectively with the 2001 S-8 and the 2003 S-8, the Prior Registration Statements). Except to the extent that they are superseded by information contained herein, or in exhibits hereto, the contents of the Prior Registration Statements (File No. 333-67936, File No. 333-105909 and File No. 333-161248) are incorporated herein by reference pursuant to General Instruction E to Form S-8.

**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 Suwanee, State of Georgia, on June 28, 2013.

ARRIS GROUP, INC.

By: /s/ Robert J. Stanzione  
Robert J. Stanzione

Chief Executive Officer

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints David B. Potts and Lawrence A. Margolis, or either of them, such person's true and lawful attorney-in-fact and agent, with full powers of substitution and resubstitution, for such person and in his or her name, place and stead, in any and all capacities, to sign any and all amendments to this registration statement (including any post-effective amendments thereto), and to file the same, with all exhibits thereto, and other documents in connection therewith with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and to perform each and every act and thing requisite and necessary to be done in and about the premises, as fully and to all intents and purposes as he or she might or would do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or their substitutes may lawfully 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.

/s/ Robert J. Stanzione	President, Chief Executive Officer and	June 28, 2013
Robert J. Stanzione	Chairman of the Board of Directors (Principal Executive Officer)	
/s/ David B. Potts	Executive Vice President and Chief Financial	June 28, 2013
David B. Potts	Officer (Principal Financial and Accounting Officer)	
/s/ Alex B. Best	Director	June 28, 2013
Alex B. Best		
/s/ Harry L. Bosco	Director	June 28, 2013
Harry L. Bosco		
/s/ James A. Chiddix	Director	June 28, 2013
James A. Chiddix		
/s/ John A. Craig	Director	June 28, 2013

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John A. Craig

/s/ Andrew T. Heller

Director

June 28, 2013

Andrew T. Heller

/s/ Matthew B. Kearney

Director

June 28, 2013

Matthew B. Kearney

/s/ Debora J. Wilson

Director

June 28, 2013

Debora J. Wilson

/s/ David A. Woodle

Director

June 28, 2013

David A. Woodle

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
4.1	ARRIS Group, Inc. Employee Stock Purchase Plan (incorporated by reference to Appendix B of the Schedule 14A filed with the SEC by ARRIS Group, Inc. on April 30, 2013).
5.1	Opinion of Troutman Sanders LLP.
23.1	Consent of Ernst & Young LLP.
23.2	Consent of KPMG LLP.
23.3	Consent of Troutman Sanders LLP (included in Exhibit 5.1 hereto).
24.1	Power of Attorney (included in the signature page of this registration statement).