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KULICKE & SOFFA INDUSTRIES INC

Form S-8

February 25, 2003

As filed with the Securities and Exchange Commission on February 25, 2003

Registration Statement No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM S-8
REGISTRATION STATEMENT
Under
The Securities Act of 1933

KULICKE AND SOFFA INDUSTRIES, INC.

(Exact name of registrant as specified in its charter)

Pennsylvania

23-1498399

(State or other jurisdiction of
incorporation or organization)

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

2101 Blair Mill Road
Willow Grove, PA 19090

(Address of principal executive offices)

1999 NON-QUALIFIED EMPLOYEE STOCK OPTION PLAN

(Full title of the plan)

Jeffrey C. Moore
General Counsel
2101 Blair Mill Road
Willow Grove, PA 19090

(Name and address of agent for service)

Telephone number, including area code, of agent for service: (215) 784-6000

Please send copies of all communications to:

H. John Michel, Jr. Esq.
Drinker Biddle & Reath LLP
One Logan Square
18th and Cherry Streets
Philadelphia, PA 19103-6996

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered	Proposed maximum offering	Proposed maximum aggregate	Amount of registration fee (1)

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		price per share (1)	offering price (1)	
Common Shares, no par value	1,500,000	\$ 5.32	\$ 7,980,000	\$ 645.58

(1) Calculated pursuant to Rule 457(h). Computed based upon \$ 5.32 per share, the average of the high and low sales prices of a Common Share of the Registrant on The Nasdaq National Market on February 18, 2003.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed pursuant to General Instruction E of Form S-8 to register 1,500,000 Common Shares, no par value, of the Registrant, under its 1999 Non-Qualified Employee Stock Option Plan (the "Plan") and incorporates by reference the contents of the Registration Statement on Form S-8 related to the Plan and previously filed by the Registrant (File No. 333-37276) on May 18, 2000. The current registration of 1,000,000 Common Shares will increase the number of Shares registered under the Plan to 2,500,000 Common Shares.

PART II - INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 8. EXHIBITS.

Exhibit 5 Opinion of Drinker Biddle & Reath LLP, counsel to the Registrant
Exhibit 23.1 Consent of PricewaterhouseCoopers LLP, independent accountants
Exhibit 23.2 Consent of Drinker Biddle & Reath LLP (included in Exhibit 5)
Exhibit 24 Power of Attorney (included on signature page)

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 Willow Grove, Pennsylvania, on February 11, 2003.

KULICKE AND SOFFA INDUSTRIES, INC.

By: /s/ C. Scott Kulicke

C. Scott Kulicke
Chief Executive Officer

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POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints C. Scott Kulicke and Clifford G.

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Sprague, and each of them, each acting alone, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for such person and in his name, place and stead, in any and all capacities, in connection with the Registrant's Registration Statement on Form S-8 under the Securities Act of 1933, as amended, including, without limiting the generality of the foregoing, to sign the Registration Statement, including any and all stickers and post-effective amendments to the Registration Statement, and to sign any and all additional registration statements that are filed pursuant to General Instruction E to Form S-8 or Rule 462(b) under the Securities Act of 1933, as amended, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission and any applicable securities exchange or securities self-regulatory body, granting unto said attorneys-in-fact and agents, each acting alone, 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 their substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Name	Capacity	Date
----- /s/ C. Scott Kulicke ----- C. Scott Kulicke	Chairman and Chief Executive Officer (Principal Executive Officer)	February 11, 2003
----- /s/ Clifford G. Sprague ----- Clifford G. Sprague	Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	February 11, 2003
----- /s/ Philip V. Gerdine ----- Philip V. Gerdine	Director	February 11, 2003
----- /s/ John A. O'Steen ----- John A. O'Steen	Director	February 11, 2003
----- /s/ Allison F. Page ----- Allison F. Page	Director	February 11, 2003
----- /s/ MacDonell Roehm, Jr. ----- MacDonell Roehm, Jr.	Director	February 11, 2003
----- /s/ Larry D. Striplin, Jr. ----- Larry D. Striplin, Jr.	Director	February 11, 2003
----- /s/ C. William Zadel ----- C. William Zadel	Director	February 11, 2003
----- /s/ Barry Waite ----- Barry Waite	Director	February 11, 2003

EXHIBIT INDEX

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