

Edgar Filing: ELECTRIC FUEL CORP - Form S-8

ELECTRIC FUEL CORP
Form S-8
April 22, 2002

This Registration Statement shall become effective immediately upon filing
pursuant to Securities Act Rule 462

As filed with the Securities and Exchange Commission on April 16, 2002

Registration No. 333- _____

=====

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Electric Fuel Corporation
(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or
organization)

95-4302784
(I.R.S. Employer Identification

Electric Fuel Corporation
632 Broadway, Suite 301
New York, New York 10012
Tel: (212) 529-9200 Fax: (212) 529-5800

Matt Collins
Electric Fuel Corporation
632 Broadway, Suite 301
New York, New York 10012
Tel: (212) 529-9200 Fax: (212) 529

(Address, including ZIP code, and telephone number,
including
area code, of Registrant's principal executive
offices)

(Address, including ZIP code, and tele
number,
including area code, of agent for s

ELECTRIC FUEL CORPORATION 1998 Non-Executive Employee
Stock Option and Restricted Stock Purchase Plan
(Full title of the plan)

Copies of all communications, including communications sent to the agent for
service, to:

Yaakov Har-Oz, Esq. Har-Oz, Adv.
Vice President and General Counsel
Electric Fuel (E.F.L.) Ltd.
Western Industrial Park, P.O. Box 641
Beit Shemesh, Israel
Tel: +972-2-990-6623
Fax: +972-2-990-6688

Edgar Filing: ELECTRIC FUEL CORP - Form S-8

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering
Common Stock, par value \$0.01 per share	1,500,000/(1)/	\$1.34/(2)/	\$ 2,010,

/(1)/ In addition, in accordance with Rule 416(a) under the Securities Act of 1933, as amended, this registration statement also covers such indeterminate number of Shares as may become subject to options under the Company's 1998 Non-Executive Employee Stock Option and Restricted Stock Purchase Plan as a result of the adjustment provisions thereof.

/(2)/ Calculated solely for the purpose of determining the registration fee pursuant to Rule 457 under the Securities Act of 1933, based upon the average of the high and low prices of the Shares as quoted on The Nasdaq National Market on April 15, 2002.

REGISTRATION STATEMENT FOR REGISTRATION
OF ADDITIONAL SECURITIES ON FORM S-8

Incorporation by Reference

Hereby incorporated by reference is registrant's registration statement on Form S-8, registration no. 333-74197, filed in connection with the same plan on March 10, 1999 with the Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended.

Required Information Not in Prior Statement

Not applicable.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 5. Interests of Named Experts and Counsel

Yaakov Har-Oz, Esq. holds options to purchase 50,500 shares of Common Stock.

Item 8. Exhibits

Exhibit

Edgar Filing: ELECTRIC FUEL CORP - Form S-8

Number -----	Description -----
* 4.1	Specimen Certificate for Common Stock
+ 5.1	Opinion of Yaakov Har-Oz, Esq.
+23.1	Consent of Kost Forer & Gabbay
+23.2	Consent of Yaakov Har-Oz, Esq. (contained in Exhibit 5.1)
+24.1	Powers of Attorney (included in the signature page)
**99.1	1998 Non-Executive Employee Stock Option and Restricted Stock Purchase Plan

* Incorporated by reference to Exhibit 4.3 to the Registrant's Registration Statement on Form S-1, No. 33-73256, which became effective on February 23, 1994.

** Incorporated by reference to the Registrant's Registration Statement on Form S-8 (Registration No. 333-74197), which became effective on March 10, 1998.

+ Filed herewith.

II-1

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 New York, State of New York, on the 16th day of April, 2002.

ELECTRIC FUEL CORPORATION

By: /s/ Robert S. Ehrlich

Robert S. Ehrlich
Chairman and Chief Financial Officer

Know all men by these presents, that each individual whose signature appears below constitutes and appoints Yehuda Harats and Robert S. Ehrlich, 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 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 all documents in connection therewith, with the Securities and Exchange Commission, 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 or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or 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:

Edgar Filing: ELECTRIC FUEL CORP - Form S-8

Signature -----	Title -----	
/s/ Yehuda Harats ----- Yehuda Harats	President, Chief Executive Officer and Director (Principal Executive Officer)	A
/s/ Robert S. Ehrlich ----- Robert S. Ehrlich	Chairman, Chief Financial Officer and Director (Principal Financial Officer)	A
/s/ Avihai Shen ----- Avihai Shen	Vice President - Finance (Principal Accounting Officer)	A
/s/ Dr. Jay M. Eastman ----- Dr. Jay M. Eastman	Director	A
/s/ Leon S. Gross ----- Leon S. Gross	Director	A
/s/ Lawrence M. Miller ----- Lawrence M. Miller	Director	A
/s/ Jack E. Rosenfeld ----- Jack E. Rosenfeld	Director	A

II-2