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EBIX COM INC
Form S-8
April 19, 2001

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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

ebix.com, Inc.
(Exact name of Registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of
incorporation or organization)

77-0021975
(I.R.S. Employer
Identification No.)

1900 E. Golf Road
Schaumburg, Illinois 60173
(Address of principal executive offices, including zip code)

ebix.com, Inc.
2001 Stock Incentive Plan for Employees
(Full title of the plan)

Richard J. Baum
Senior Vice President - Finance and Administration,
Chief Financial Officer
ebix.com, Inc.
1900 E. Golf Road
Schaumburg, Illinois 60173
(847) 789-3047
(Name, address and telephone number, including area code, of agent for service)

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 Stock, \$0.10 par value per share	500,000	\$0.87	\$435,000.00	\$108.75

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended, this Registration Statement also covers such (i) indeterminate number of additional shares which may be necessary to adjust the number of shares reserved for issuance pursuant to the ebix.com, Inc. 2001 Stock Incentive

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Plan for Employees (the "Plan") as the result of any future stock split, stock dividends, merger, reorganization or similar adjustment to the Registrant's outstanding Common Stock.

- (2) Pursuant to Rule 457(h)(1) and Rule 457(c) under the Securities Act of 1933, as amended, the proposed maximum aggregate offering price and the registration fee have been computed based on the average of the high and low prices of the Common Stock on the Nasdaq SmallCap Market on April 17, 2001.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

ITEM 1. PLAN INFORMATION*.

ITEM 2. REGISTRANT INFORMATION AND EMPLOYEE PLAN ANNUAL INFORMATION*.

*Information required by Part I to be contained in a Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428(b) promulgated under the Securities Act of 1993, as amended (the "Securities Act") and Note to Part I of Form S-8.

PART II

INFORMATION REQUIRED IN REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents filed by ebix.com, Inc. (the "Company") with the Securities and Exchange Commission (the "Commission") are hereby incorporated by reference in this Registration Statement on Form S-8 (the "Registration Statement"):

(a) The Company's Annual Report on Form 10-K under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), for the fiscal year ended December 31, 2000, filed with the Commission on April 2, 2001;

(b) The description of the Common Stock, par value \$0.10 per share, contained in the Company's Registration Statement on Form S-3 filed on September 8, 1995 pursuant to the Securities Act of 1933, as amended (the "Securities Act"), including any amendments or reports for the purpose of updating such description.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, after the date hereof and prior to the filing of

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a post-effective amendment which indicates that the securities offered hereby have been sold or which deregisters the securities covered hereby then remaining unsold shall also be deemed to be incorporated by reference into this Registration Statement and to be a part hereof commencing on the respective dates on which such documents are filed.

ITEM 4. DESCRIPTION OF SECURITIES.

Not applicable.

ITEM 5. INTEREST OF NAMED EXPERTS AND COUNSEL.

None.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Section 145 of the Delaware General Corporation Law grants to the Company the power to indemnify its directors, officers, employees and agents against liability arising out of their respective capacities as directors, officers, employees or agents. Article XI of the Company's Certificate of Incorporation provides for the limitation of personal liability of the directors of the Company as follows:

ARTICLE XI

A director shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director; provided that this sentence shall not eliminate or limit the liability of a director (i) for any breach of his duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law, or (iv) for any transaction from which the director derives any improper personal benefit. This Article XI shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date when this Article becomes effective.

Article VII of the Company's Bylaws provides that the Company shall indemnify any person who is serving as a director, officer, employee or agent of the Company or of another entity at the request of the Company against judgments, fines, settlements and other expenses incurred in such capacity if such person acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the Company and, with respect to any criminal action, had no reasonable cause to believe his conduct was unlawful. In the event of an action or suit by or in the right of the Company, no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Company unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

The Company has entered into indemnification agreements with its directors and executive officers that would require the Company, subject to any limitations on the maximum permissible indemnification that may exist at law, to indemnify a director for claims that arise from his service as a director.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

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Not applicable.

ITEM 8. EXHIBITS.

Exhibit Number -----	Description -----
3.1	Certificate of Incorporation, as amended (filed as Exhibit 3.1 to the Company's Registration Statement on Form S-8 (No. 333-23361), and incorporated herein by reference).
3.2	By-laws of the Company, as amended (filed as Exhibit 3.2 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2000, and incorporated herein by reference).
3.3*	Resolutions adopted by the Board of Directors of the Company dated April 7, 2001, amending the By-laws.
3.4	Certificate of Amendment of Certificate of Incorporation (filed as Exhibit 3.1 to the Company's Form 10-Q for the quarter ended June 30, 1998, and incorporated herein by reference).

II-2

Exhibit Number -----	Description -----
3.5	Certificate of Amendment of Certificate of Incorporation (filed as Exhibit 3.4 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1999 and incorporated herein by reference).
4.1*	ebix.com, Inc. 2001 Stock Incentive Plan for Employees
5.1*	Opinion of Sonnenschein Nath & Rosenthal
23.1*	Consent of Sonnenschein Nath & Rosenthal (included in opinion filed as Exhibit 5.1)
23.2*	Consent of Arthur Andersen LLP, Independent Auditors
23.3*	Consent of KPMG LLP, Independent Auditors
24.1*	Power of Attorney (see signature page)

* Filed herewith.

ITEM 9. UNDERTAKINGS.

A. The undersigned Registrant hereby undertakes:

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(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 this 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 this Registration Statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement (or the most recent post-effective amendment thereof);

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

II-3

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 or 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

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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 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 Schaumburg, State of Illinois, on the 18th day of April, 2001.

ebix.com, Inc.

By: /s/ RICHARD J. BAUM

Richard J. Baum
Senior Vice President - Finance and
Administration, Chief Financial Officer

II-4

POWER OF ATTORNEY

Each person whose individual signature appears below hereby authorizes Richard J. Baum, as attorney-in-fact with full power of substitution, to execute in the name and on behalf of each person, individually and in each capacity stated below, and to file, any and all amendments to this Registration Statement, including any and all post-effective amendments.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated below on the 18th day of April, 2001.

Table with 2 columns: SIGNATURE and TITLE. Rows include Roy L. Rogers (Director and Chairman of the Board), Robin Raina (President and Chief Executive Officer and Director), Richard J. Baum (Senior Vice President and Chief Financial Officer), and Yuval Almog (Director).

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/s/ WILLIAM R. BAUMEL

William R. Baumel Director

/s/ LARRY G. GERDES

Larry G. Gerdes Director

/s/ DOUGLAS C. CHISHOLM

Douglas C. Chisholm Director

/s/ DENNIS DRISLANE

Dennis Drislane Director

/s/ WILLIAM G. RICH

William G. Rich Director

II-5

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filed as Exhibit 5.1)

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