

MARINEMAX INC  
Form S-8  
January 31, 2007

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As filed with the Securities and Exchange Commission on January 31, 2007

Registration No. 333-\_\_\_\_\_

**SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

**MARINEMAX, INC.**

(Exact name of Registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation or organization)

59-3496957  
(I.R.S. Employer  
Identification Number)

**18167 U.S. Highway 19 North  
Suite 300**

**Clearwater, Florida 33764**

(Address of Principal Executive Offices)(Zip Code)

1998 Employee Stock Purchase Plan  
(Full Title of the Plan)

**William H. McGill Jr.  
Chairman of the Board, President,  
and Chief Executive Officer  
18167 U.S. Highway 19 North, Suite 300  
Clearwater, Florida 33764  
(727) 531-1700**

(Name, Address, and Telephone number, Including Area Code, of Agent for Service)

*Copies to:*

**Robert S. Kant, Esq.  
Scott K. Weiss, Esq.  
Greenberg Traurig, LLP  
2375 E. Camelback Road, Suite 700  
Phoenix, Arizona 85016  
(602) 445-8000**

This Registration Statement shall become effective immediately upon filing with the Securities and Exchange Commission, and sales of the registered securities will begin as soon as reasonably practicable after such effective date.

**CALCULATION OF REGISTRATION FEE**

Title of Securities To Be

Amount of

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|                                 | Amount To<br>Be | Proposed<br>Maximum<br>Offering | Proposed<br>Maximum |              |
|---------------------------------|-----------------|---------------------------------|---------------------|--------------|
| Registered                      | Registered      | Price Per Share                 | Aggregate Offering  | Registration |
|                                 | (1)             | (2)                             | Price(2)            | Fee          |
| Common Stock, par value \$0.001 | 250,000         | \$ 23.83                        | \$ 5,957,500        | \$ 637.45    |

- (1) This Registration Statement shall also cover any additional shares of Common Stock which become issuable under the 1998 Employee Stock Purchase Plan by reason of any stock dividend, stock split, recapitalization, or any other similar transaction without receipt of consideration which results in an increase in the number of outstanding shares of Common Stock of MarineMax, Inc.
- (2) Calculated solely for purposes of this offering under Rules 457(c) and 457(h) of the Securities Act of 1933, as amended, on the basis of the average of the high and low sales prices for shares of Common Stock of MarineMax, Inc. as quoted on the New York Stock Exchange on January 29, 2007.
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Exhibit 10.5(b)

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**PART II**  
**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

MarineMax, Inc. (the Registrant ) hereby incorporates by reference into this Registration Statement, pursuant to General Instruction E to Form S-8, the contents of the Registrant s Registration Statements on Form S-8 (Reg Nos. 333-63307 and 333-83332) as filed with the Securities and Exchange Commission (the Commission ).

**Item 8. Exhibits.**

| Exhibit<br>Number | Exhibit   |
|-------------------|---|
| 5                 | Opinion and consent of Greenberg Traurig, LLP                                 |
| 10.5(b)           | 1998 Employee Stock Purchase Plan, as amended through December 2, 2004        |
| 23.1              | Consent of Greenberg Traurig, LLP (included in Exhibit 5)                     |
| 23.2              | Consent of Ernst & Young LLP  |
| 24                | Power of Attorney (included on signature page of this Registration Statement) |

**Table of Contents****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 Clearwater, state of Florida, on this 30<sup>th</sup> day of January, 2007.

MARINEMAX, INC.

By: /s/ William H. McGill Jr.  
 William H. McGill Jr., Chairman of the  
 Board,  
 President, and Chief Executive Officer  
 (Principal Executive Officer)

**POWER OF ATTORNEY**

**KNOW ALL PERSONS BY THESE PRESENTS**, that each person whose signature appears below constitutes and appoints jointly and severally, William H. McGill Jr. and Michael H. McLamb and each of them, as his true and lawful attorney-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 other 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 connection therewith, 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 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:

| Signature  | Position  | Date             |
|--|---|------------------|
| /s/ William H. McGill Jr.<br>William H. McGill Jr. | Chairman of the Board, President, and Chief Executive Officer, (Principal Executive Officer)                            | January 30, 2007 |
| /s/ Michael H. McLamb<br>Michael H. McLamb         | Executive Vice President, Chief Financial Officer, Secretary, and Director (Principal Accounting and Financial Officer) | January 30, 2007 |
| /s/ Robert D. Basham<br>Robert D. Basham           | Director  | January 30, 2007 |
| /s/ Hilliard M. Eure III<br>Hilliard M. Eure III   | Director  | January 30, 2007 |
| /s/ John B. Furman<br>John B. Furman               | Director  | January 30, 2007 |

|                       |          |                     |
|-----------------------|----------|---------------------|
| /s/ Robert S. Kant    | Director | January 30,<br>2007 |
| Robert S. Kant        |          |                     |
| /s/ Joseph A. Watters | Director | January 30,<br>2007 |
| Joseph A. Watters     |          |                     |
| /s/ Dean S. Woodman   | Director | January 30,<br>2007 |
| Dean S. Woodman       |          |                     |

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