

ENGINEERED SUPPORT SYSTEMS INC
Form S-8
August 09, 2002

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

ENGINEERED SUPPORT SYSTEMS, INC.
(Exact name of Registrant as specified in its charter)

MISSOURI
(State or other jurisdiction
of incorporation or organization)

43-1313242
(I.R.S. Employer
Identification Number)

201 Evans Lane
St. Louis, Missouri 63121
(314) 553-4000

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

ENGINEERED SUPPORT SYSTEMS, INC.
2002 STOCK OPTION PLAN
(Full Title of Plan)

DAVID DOUGLASS MATTERN
201 Evans Lane
St. Louis, Missouri 63121
(314) 553-4984

(Name, address, including zip code, and telephone number, including area
code, of agent for service)

PROSPECTUS

ENGINEERED SUPPORT SYSTEMS, INC.
2002 STOCK OPTION PLAN
1,150,000 Shares
Engineered Support Systems Inc.
Common Stock
\$.01 Par Value

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE

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SECURITIES AND EXCHANGE COMMISSION NOR HAS THE COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

Engineered Support Systems, Inc., by this prospectus, offers to eligible employees and consultants of the Company, upon the terms and conditions set forth in this prospectus, the possibility of receiving awards of, or options to purchase, no more than 1,150,000 shares of common stock of the Company.

No person has been authorized to give any information or to make any representations, other than as contained herein, in connection with the offer contained in this prospectus, and if given or made, such information or representations must not be relied upon. This prospectus does not constitute an offer of any securities other than the registered securities to which it relates or an offer to any person in any state where such an offer would be unlawful.

THE DATE OF THIS PROSPECTUS IS AUGUST 9, 2002

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share (1)	Proposed Maximum Assessment Price	Amount of Registration Fee
Common Stock \$.01 Par Value	1,150,000	\$47.59	\$54,728,500	\$5,035.02