

MANUFACTURERS SERVICES LTD
Form S-8
August 01, 2003

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As filed with the Securities and Exchange Commission on August 1, 2003

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

MANUFACTURERS' SERVICES LIMITED

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

04-3258036
(I.R.S. Employer
Identification No.)

**300 BAKER AVENUE, SUITE 106
CONCORD, MASSACHUSETTS 01742
(978) 287-5630**

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

2000 EQUITY INCENTIVE PLAN
(Full Title of the Plans)

**ROBERT C. BRADSHAW
300 BAKER AVENUE, SUITE 106
CONCORD, MASSACHUSETTS 01742
(978) 287-5630**

(Name, Address, Including Zip Code, 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	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.001 par value per share	335,832 shares	\$4.73(2)	\$1,586,806(2)	\$128.37

(1)

In accordance with Rule 416 under the Securities Act of 1933, as amended, this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.

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Signature	Title	Date
<u>/s/ ALBERT A. NOTINI</u> Albert A. Notini	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	August 1, 2003
<u>/s/ RICHARD J. GAYNOR</u> Richard J. Gaynor	Vice President and Corporate Controller (Principal Accounting Officer)	August 1, 2003
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<u>/s/ ROBIN ESTERSON</u> Robin Esterson	Director	August 1, 2003
<u>/s/ KARL WYSS</u> Karl Wyss	Director	August 1, 2003
<u>/s/ WILLIAM WEYAND</u> William Weyand	Director	August 1, 2003
<u>/s/ DERMOTT O'FLANAGAN</u> Dermott O'Flanagan	Director	August 1, 2003
<u>/s/ CURTIS S. WOZNIAK</u> Curtis S. Wozniak	Director	August 1, 2003
<u>/s/ JOHN P. CUNNINGHAM</u> John P. Cunningham	Director	August 1, 2003
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INDEX TO EXHIBITS

Number	Description
4.1	Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form S-1, as amended, filed on February 4, 2000).
4.2	Amended and Restated By-laws of the Registrant (incorporated by reference to Exhibit 3.2 to the Registrant's Registration Statement on Form S-1, as amended, filed on February 4, 2000).
5.1	Opinion of Hale and Dorr LLP, counsel to the Registrant
23.1	Consent of Hale and Dorr LLP (included in Exhibit 5.1)
23.2	Consent of PricewaterhouseCoopers LLP.
24.1	Power of attorney (included on the signature pages of this registration statement)

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STATEMENT OF INCORPORATION BY REFERENCE

SIGNATURES

POWER OF ATTORNEY AND SIGNATURES

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