

OSI SYSTEMS INC  
Form S-8  
January 30, 2008

As filed with the Securities and Exchange Commission on January 30, 2008

Registration No. 333-

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

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

**OSI SYSTEMS, INC.**

(Exact name of registrant as specified in its charter)

**California**  
(State of Incorporation)

**33-0238801**  
(I.R.S. Employer

Identification Number)

12525 Chadron Avenue

Hawthorne, California 90250

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(Address of Principal Executive Offices) (Zip Code)

**2006 Equity Participation Plan**

(Full title of the plan)

**Deepak Chopra**

**President and Chief Executive Officer**

**12525 Chadron Avenue**

**Hawthorne, California 90250**

**(310) 978-0516**

(Name, address and telephone number for service)

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered (1)</b>	<b>Proposed Maximum Offering Price per Share (2)</b>	<b>Proposed Maximum Aggregate Offering Price (2)</b>	<b>Amount of Registration Fee</b>
Common Stock, no par value per share	2,000,000	\$22.32	\$44,640,000	\$1,754.35

- (1) Plus such indeterminate number of additional shares of Common Stock as may be required in the event of a stock dividend, reverse stock split or combination of shares, recapitalization or other change in the Registrant's capital stock.
- (2) Estimated pursuant to Rule 457(h) under the Securities Act of 1933, as amended, solely for the purpose of calculating the registration fee, based upon the average of the high and low sales prices of the Registrant's Common Stock as reported on the Nasdaq Global Market on January 29, 2008.

**INTRODUCTION**

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 2,000,000 shares of the Common Stock of OSI Systems, Inc., to be issued pursuant to our company's 2006 Equity Participation Plan.

In accordance with Section E of the General Instructions to Form S-8, the Registration Statements on Form S-8 filed with the Securities and Exchange Commission on June 16, 2003 (File No. 333-106176) and February 9, 2005 (File No. 333-122674) are hereby incorporated by reference.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits**

<b>Exhibit Number</b>	<b>Description</b>
4.1	2006 Equity Participation Plan (1)
5.1	Opinion of Loeb & Loeb LLP, Counsel to Company
23.1	Consent of Loeb & Loeb LLP (contained in Exhibit 5.1)
23.2	Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm
23.3	Consent of Moss Adams LLP, Independent Registered Public Accounting Firm
24.1	Power of Attorney (included on signature page)

(1) Previously filed with our Current Report on Form 8-K filed December 7, 2007.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant, OSI Systems, Inc., a corporation organized under the laws of the State of California, certifies that it has reasonable grounds to believe that it meets all 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 Hawthorne, California, as of January 30, 2008.

**OSI SYSTEMS, INC.**

By: /s/ ALAN EDRIK  
**Alan Edrick**  
**Chief Financial Officer**

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**POWER OF ATTORNEY**

Each of the undersigned hereby constitutes and appoints Messrs. Alan Edrick, Chief Financial Officer, and Victor Sze, General Counsel, and each of them, as his attorneys-in-fact and agents, with full power of substitution and resubstitution for him or her in any and all capacities, to sign any and all amendments or post-effective amendments to this Registration Statement, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto each of such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary in connection with such matters and hereby ratifying and confirming all that each of such attorneys-in-fact and agents or his substitutes may 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 below by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ DEEPAK CHOPRA  <b>Deepak Chopra</b>	President, Chief Executive Officer (Principal Executive Officer) and Chairman of the Board	January 30, 2008
/s/ ALAN EDRICK  <b>Alan Edrick</b>	Chief Financial Officer (Principal Financial and Accounting Officer)	January 30, 2008
/s/ AJAY MEHRA  <b>Ajay Mehra</b>	Executive Vice President, President of Rapiscan Systems, and Director	January 30, 2008
/s/ STEVEN C. GOOD  <b>Steven C. Good</b>	Director	January 30, 2008
/s/ MEYER LUSKIN  <b>Meyer Luskin</b>	Director	January 30, 2008
/s/ CHAND R. VISWANATHAN  <b>Chand R. Viswanathan</b>	Director	January 30, 2008
/s/ LESLIE E. BIDER  <b>Leslie E. Bider</b>	Director	January 30, 2008

**OSI SYSTEMS, INC.**

**REGISTRATION STATEMENT ON FORM S-8**

**INDEX TO EXHIBITS**

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