

COMPUTER TASK GROUP INC
Form S-8
August 06, 2008

OMB Number: 3235-0066
Expires: August 31, 2010
Registration No. 333-

As filed with the Securities and Exchange Commission on August 6, 2008

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

FORM S-8
REGISTRATION STATEMENT

UNDER
THE SECURITIES ACT OF 1933

Computer Task Group, Incorporated

(Exact name of registrant as specified in its charter)

New York
(State or other jurisdiction of

16-0912632
(I.R.S. Employer

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incorporation or organization)

Identification No.)

800 Delaware Avenue, Buffalo, New York 14209

(Address of Principal Executive Offices, Including Zip Code)

Computer Task Group, Incorporated 2000 Equity Award Plan

(Full Title of the Plan)

Peter P. Radetich, Esq.
Computer Task Group, Incorporated
800 Delaware Avenue
Buffalo, New York 14209
(716) 882-8000

(Name, address and telephone number of agent for service)

Copy to:

Ward B. Hinkle, Esq.
Hodgson Russ LLP
The Guaranty Building
140 Pearl Street, Suite 100
Buffalo, New York 14202
(716) 856-4000

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer b
 Non-accelerated filer Smaller reporting company ..

(Do not check if a smaller reporting company)

Calculation of Registration Fee

| Title of Securities to be Registered | Amount to be Registered | Proposed Maximum Offering Price Per Share | Proposed Maximum Aggregate Offering Price(1) | Amount of Registration Fee |
|--------------------------------------|-------------------------|---|--|----------------------------|
| Common Stock, par value \$.01 | 650,000 | \$ 6.55 | \$ 4,257,500 | \$ 167.32 |

(1) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) and based upon the average of the reported high and low prices for the shares on NASDAQ composite reporting system on August 4, 2008.

EXPLANATORY NOTE

Reference is made to Registrant's Registration Statements No. 333-39936, 333-91148 and 333-118314 on Form S-8 (the **Preceding Registrations**), the contents of which are incorporated in this registration by reference. This registration relates to additional securities of the same class for the same employee benefit plan covered by the **Preceding Registrations**. Pursuant to General Instruction E of Form S-8, in addition to incorporating the contents of the **Preceding Registrations**, this registration includes required opinions and consents, the signature page, and any information not in the **Preceding Registrations**.

Part II

Information Required in the Registration Statement

ITEM 5. Interests of Named Experts and Counsel

Certain legal matters with respect to the Common Stock being offered hereby have been passed upon by Peter P. Radetich, Senior Vice President, Secretary and General Counsel to the Registrant. As of August 6, 2008, Mr. Radetich beneficially owned Common Stock of the Registrant in an amount equal to less than one percent of the issued and outstanding shares.

ITEM 8. Exhibits

4. Computer Task Group, Incorporated 2000 Equity Award Plan, as amended incorporated by reference to Appendix A to the Registrant's definitive proxy statement, dated April 9, 2008, for its annual meeting of shareholders held on May 14, 2008, as filed with the SEC.
5. Opinion of Peter P. Radetich, Senior Vice President, Secretary and General Counsel for Registrant as to the legality of securities being registered filed herewith.
23. (a) Consent of Peter P. Radetich, Senior Vice President, Secretary and General Counsel contained in Exhibit 5, filed herewith.
(b) Consent of KPMG LLP filed herewith.

SIGNATURES

The Registrant. 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 Buffalo, State of New York, on August 6, 2008.

COMPUTER TASK GROUP, INCORPORATED

BY: /s/ James R. Boldt
James R. Boldt
Chairman and Chief Executive Officer

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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 | Title | Date |
|--|--|----------------|
| (a) Principal Executive Officer | | |
| /s/ James R. Boldt James R. Boldt | Chairman, Chief Executive Officer and Director | August 6, 2008 |
| (b) Principal Financial and Accounting Officer | | |
| /s/ Brendan M. Harrington Brendan M. Harrington | Senior Vice President and Chief Financial Officer | August 6, 2008 |
| (c) Directors | | |
| /s/ James R. Boldt James R. Boldt | | August 6, 2008 |
| /s/ Thomas E. Baker Thomas E. Baker | | August 6, 2008 |
| /s/ Randall L. Clark Randall L. Clark | | August 6, 2008 |
| /s/ Randolph A. Marks Randolph A. Marks | | August 6, 2008 |
| /s/ William D. McGuire William D. McGuire | | August 6, 2008 |
| /s/ John M. Palms John M. Palms | | August 6, 2008 |
| /s/ Daniel J. Sullivan Daniel J. Sullivan | | August 6, 2008 |

EXHIBIT INDEX

| Exhibit No. | Description | Reference |
|--------------------|--|------------------|
| 4. | Computer Task Group, Incorporated 2000 Equity Award Plan | (1) |
| 5 | Opinion of Peter P. Radetich, Senior Vice President, Secretary and General Counsel to Registrant as to legality of securities being registered | |
| 23 (a) | Consent of Peter P. Radetich, Senior Vice President, Secretary and General Counsel (included in Exhibit No. 5) | |
| 23 (b) | Consent of KPMG LLP | |

- (1) Filed as Appendix A to the Registrant's definitive Proxy Statement dated April 9, 2008 in connection with the Registrant's annual meeting of shareholders held on May 14, 2008 and incorporated herein by reference.