

ESPEED INC

Form S-8

September 25, 2003

As filed with the Securities and Exchange Commission on September 25, 2003

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

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT  
Under  
THE SECURITIES ACT OF 1933

eSPEED, INC.

(Exact name of Registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

13-4063515  
(IRS Employer  
Identification No.)

135 East 57th Street  
New York, New York 10022  
(212) 938-5000

(Address, including zip code, of Principal Executive Offices)

eSPEED, INC.  
1999 LONG-TERM INCENTIVE PLAN

**(Full Title of the Plan or Agreement)**

Stephen M. Merkel  
Executive Vice President,  
General Counsel and Secretary  
eSpeed, Inc.  
135 East 57th Street  
New York, New York 10022  
(212) 938-5000

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

Copies to:

Christopher T. Jensen  
Morgan, Lewis & Bockius LLP  
101 Park Avenue  
New York, New York 10178  
(212) 309-6000  
Fax: (212) 309-6001

CALCULATION OF REGISTRATION FEE

| Title of Each Class 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 (3) |
|--|-----------------------------|---|---|--------------------------------|
| Class A common stock, \$.01 par value per share    | 19,800,000                  | \$25.555(2)                               | \$505,989,000                             | \$40,935                       |

(1) Pursuant to Rule 416(a), the number of shares being registered shall include an indeterminate number of additional shares of Class A common stock which may become issuable as a result of stock splits, stock dividends, or similar transactions in accordance with the anti-dilution provisions of the eSpeed, Inc. 1999 Long-Term Incentive Plan.

(2) Calculated pursuant to Rules 457(c) and (h), based upon the average of the high and low sale prices reported on the NASDAQ National Market for September 22, 2003.

(3) Calculated pursuant to Section 6(b) of the Securities Act of 1933 as follows: Proposed maximum aggregate offering price per share multiplied by .00008090.

INCORPORATION BY REFERENCE

The Registrant previously registered 10,200,000 shares of Class A common stock, \$.01 par value per share, with respect to the eSpeed, Inc. 1999 Long-Term Incentive Plan pursuant to a Registration Statement on Form S-8, filed with the Securities and Exchange Commission on April 7, 2000 (Reg. No. 333-34324). The contents of such Registration Statement are hereby incorporated by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended (the "Securities Act"), 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 New York, State of New York, on September 25, 2003.

**eSPEED, INC.**

By: /s/ Howard W. Lutnick

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Howard W. Lutnick  
 Chairman of the Board, Chief  
 Executive Officer and President

Pursuant to the requirement of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

| Signature   | Title   | Date                  |
|---|---|-----------------------|
| <u>/s/ Howard W. Lutnick</u><br>Howard W. Lutnick     | Chairman of the Board,<br>Chief Executive Officer and<br>President (Principal Executive<br>Officer)     | September 25,<br>2003 |
| <u>/s/ Jeffrey M. Chertoff</u><br>Jeffrey M. Chertoff | Senior Vice President and<br>Chief Financial Officer<br>(Principal Financial and<br>Accounting Officer) | September 25,<br>2003 |
| <u>/s/ Lee M. Amaitis</u><br>Lee M. Amaitis           | Global Chief Operating Officer<br>and Director  | September 25,<br>2003 |
| <u>/s/ Stephen M. Merkel</u><br>Stephen M. Merkel     | Executive Vice President,<br>General Counsel, Secretary<br>and Director                                 | September 25,<br>2003 |
| <u>/s/ Joseph C. Noviello</u><br>Joseph C. Noviello   | Executive Vice President, Chief<br>Information Officer and<br>Director                                  | September 25,<br>2003 |
| <u>/s/ Larry R. Carter</u><br>Larry R. Carter         | Director  | September 25,<br>2003 |
| <u>/s/ John H. Dalton</u><br>John H. Dalton           | Director  | September 25,<br>2003 |
| <u>/s/ William J. Moran</u><br>William J. Moran       | Director  | September 25,<br>2003 |
| <u>/s/ Henry Morris</u><br>Henry Morris               | Director  | September 25,<br>2003 |
| <u>/s/ Albert M. Weis</u><br>Albert M. Weis           | Director  | September 25,<br>2003 |

EXHIBITS

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| Exhibit | Description  |
|---------|--|
| 4.1     | Amended and Restated Certificate of Incorporation of eSpeed, Inc. (incorporated by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form S-1 (Reg. No. 333-87475)).      |
| 4.2     | Second Amended and Restated By-Laws of eSpeed, Inc. (incorporated by reference to Exhibit 3.2 to the Registrant's Quarterly Report for the quarter ended March 31, 2000 (Reg. No. 000-28191)). |
| 5.1     | Opinion of Morgan, Lewis & Bockius LLP.  |
| 23.1    | Consent of Deloitte & Touche LLP.  |
| 23.2    | Consent of Morgan, Lewis & Bockius LLP (included in Exhibit 5.1).  |