

TETRA TECH INC
Form S-8
January 17, 2008

As filed with the Securities and Exchange Commission on January 16, 2008

Registration No. 333-11757

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

TETRA TECH, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

95-4148514
(IRS Employer Identification No.)

3475 E. Foothill Boulevard, Pasadena, CA 91107

(626) 351-4664

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(Address, including zip code of principal executive offices)

TETRA TECH, INC.

EMPLOYEE STOCK PURCHASE PLAN

(Full title of the plan)

Janis B. Salin

Vice President and General Counsel

TETRA TECH, INC.

3475 E. Foothill Boulevard, Pasadena, CA 91107

(626) 351-4664

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

CALCULATION OF REGISTRATION FEE

| Title of each class of securities to be registered | Amount to be Registered(1)(2) | Proposed Maximum Offering Price Per Share(3) | Proposed Maximum Aggregate Offering Price(3) | Amount of Registration Fee |
|---|--------------------------------------|---|---|-----------------------------------|
| Common Stock, \$.01 par value | 2,000,000 shares | \$ 19.47 | \$ 38,940,000 | \$ 1,530.34 |

(1) Together with an indeterminate number of additional shares that may be necessary to adjust the number of shares reserved for issuance pursuant to the Employee Stock Purchase Plan (the ESPP) as a result of stock splits, stock dividends or similar adjustments of the outstanding common stock.

(2) The securities registered hereby represent an addition to the 2,373,290 shares of common stock issuable under the ESPP (as adjusted for stock splits), the offer and sale of which were previously registered pursuant to this Registration Statement.

(3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) under the Securities Act of 1933, as amended, based upon the last sales price for the registrant's common stock as reported on the NASDAQ Global Select Market on January 15, 2008.

EXPLANATORY NOTE

On September 11, 1996, Tetra Tech, Inc., a Delaware corporation (the Company), filed a Registration Statement (333-11757) in accordance with the requirements of Form S-8 under the Securities Act of 1933, as amended, to register 2,373,290 shares of its common stock (as adjusted for subsequent stock splits) which had been authorized and reserved for issuance under the ESPP. This Post-Effective Amendment will register an additional 2,000,000 shares of common stock to be included in the ESPP.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

- 4.1 Employee Stock Purchase Plan (incorporated by reference to the Company's Proxy Statement for its 2007 Annual Meeting of Stockholders held on March 1, 2007).
- 5.1 Opinion of Janis B. Salin, Vice President and General Counsel of the Registrant.*
- 23.1 Consent of Independent Registered Public Accounting Firm, PricewaterhouseCoopers LLP*
- 23.2 Consent of Counsel (included in Exhibit 5.1).*

*Filed herewith

SIGNATURES

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 post-effective Amendment No.1 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Pasadena, State of California, on this 9th day of January, 2008.

TETRA TECH, INC.

By: /s/ Dan L. Batrack
Dan L. Batrack
Chief Executive Officer

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 |
|--|--|-----------------|
| /s/ ALBERT E. SMITH Albert E. Smith | Chairman of the Board | January 9, 2008 |
| /s/ DAN L. BATRACK Dan L. Batrack | Chief Executive Officer (Principal Executive Officer) | January 9, 2008 |
| /s/ DAVID W. KING David W. King | Executive Vice President, Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer) | January 9, 2008 |
| /s/ DAN L. BATRACK Dan L. Batrack | Director | January 9, 2008 |
| /s/ J. CHRISTOPHER LEWIS J. Christopher Lewis | Director | January 9, 2008 |
| /s/ PATRICK C. HADEN Patrick C. Haden | Director | January 9, 2008 |
| /s/ HUGH M. GRANT Hugh M. Grant | Director | January 9, 2008 |
| /s/ RICHARD H. TRULY Richard H. Truly | Director | January 9, 2008 |
| /s/ J. KENNETH THOMPSON J. Kenneth Thompson | Director | January 9, 2008 |

EXHIBIT INDEX

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