

TERAYON COMMUNICATION SYSTEMS

Form S-8

April 02, 2002

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

TERAYON COMMUNICATION SYSTEMS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State of Incorporation)

77-0328533
(I.R.S. Employer Identification No.)

2952 BUNKER HILL LANE
SANTA CLARA, CA 95054
(Address of principal executive offices)

1997 EQUITY INCENTIVE PLAN, AS AMENDED
(Full title of the plan)

EDWARD LOPEZ
GENERAL COUNSEL
TERAYON COMMUNICATION SYSTEMS, INC.
2952 BUNKER HILL LANE
SANTA CLARA, CA 95054
(408) 727-4400

(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	PROPOSED MAXIMUM OFFERING PRICE PER SHARE (1)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (1)
Shares of Common Stock, par value \$.001 per share,	3,000,000	\$7.645	\$22,935,000

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reserved for future
issuance under the 1997
Equity Incentive Plan

Total	3,000,000	\$22,935,000
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- (1) Estimated solely for the purpose of calculating the amount of the registration fee. The offering price per share and aggregate offering price are based upon the average of the high and low prices of the Company's Common Stock as reported on the Nasdaq National Market on March 27, 2002 for shares available for future grant pursuant to the 1997 Equity Incentive Plan (pursuant to Rule 457(c) under the Securities Act of 1933, as amended).

INCORPORATION BY REFERENCE OF CONTENTS OF REGISTRATION STATEMENTS ON FORMS S-8 NOS. 333-66139, 333-4470, 333-47154 AND 333-61050

The contents of Registration Statements on Forms S-8 Nos. 333-66139, 333-4470, 333-47154 and 333-61050 filed with the Securities and Exchange Commission on October 26, 1998, August 29, 2000, October 2, 2000 and May 16, 2001, respectively, are incorporated by reference herein.

EXHIBITS

EXHIBIT NUMBER

- 5.1 Opinion of Edward Lopez, Senior Vice President, General Counsel and Human Resources of Terayon Communication Systems, Inc.
- 23.1 Consent of Ernst & Young LLP, Independent Auditors.
- 23.2 Consent of Edward Lopez is contained in Exhibit 5.1 to this Registration Statement.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Santa Clara, State of California on April 2, 2002.

TERAYON COMMUNICATION SYSTEMS, INC.

By: /s/ Dr. Zaki Rakib

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 DR. ZAKI RAKIB
 CHIEF EXECUTIVE OFFICER AND
 SECRETARY

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/ Dr. Zaki Rakib ----- DR. ZAKI RAKIB	Chief Executive Officer, Secretary and Director (Principal Executive Officer)	April 2, 2002
* ----- CAROL LUSTENADER	Chief Financial Officer (Principal Financial and Accounting Officer)	April 2, 2002
* ----- ALEK KRSTAJIC	Director	April 2, 2002
* ----- SHLOMO RAKIB	President and Chairman of the Board of Directors	April 2, 2002
* ----- CHRISTOPHER J. SCHAEPE	Director	April 2, 2002
* ----- LEWIS SOLOMON	Director	April 2, 2002

*By: /s/ Dr. Zaki Rakib

 Dr. Zaki Rakib
 Attorney-in-Fact

EXHIBIT INDEX

EXHIBIT NUMBER -----	DESCRIPTION -----
5.1	Opinion of Cooley Godward LLP.
23.1	Consent of Ernst & Young LLP, Independent Auditors.
23.2	Consent of Cooley Godward LLP is contained in Exhibit 5.1 to this Registration Statement.

