

STELLENT INC
Form S-8
August 25, 2004

As filed with the Securities and Exchange Commission on August 25, 2004

Registration No. 333-

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

FORM S-8

**REGISTRATION STATEMENT
Under
the Securities Act of 1933**

STELLENT, INC.

(Exact name of Registrant as specified in its charter)

Minnesota

41-1652566

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer
Identification No.)

**7777 Golden Triangle Drive
Eden Prairie, Minnesota**

55344

(Address of principal executive
offices)

(Zip Code)

**STELLENT, INC.
1997 DIRECTOR STOCK OPTION PLAN
(Full title of the plan)**

Gregg A. Waldon

Executive Vice President, Chief Executive Officer, Secretary and Treasurer

7777 Golden Triangle Drive
Eden Prairie, Minnesota 55344

(Name and address of agent for service)

(952) 903-2000

(Telephone number, including area code, of agent for service)

copy to:

Kris Sharpe

Faegre & Benson LLP
2200 Wells Fargo Center
90 South Seventh Street
Minneapolis, Minnesota 55402
(612) 766-7000

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) | Amount of Registration Fee |
|---|--------------------------------|--|--|-----------------------------------|
| Common Stock, \$.01 par value | 200,000 shares | \$ 6.68 | \$ 1,336,000 | \$ 170.00 |

- (1) Estimated solely for the purpose of determining the registration fee pursuant to the provisions of Rule 457(h) under the Securities Act of 1933 based on the average of the high and low sale prices per share of the Registrant's Common Stock as quoted on the Nasdaq National Market on August 20, 2004.
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STELLENT, INC.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 200,000 shares of the Registrant's Common Stock to be issued pursuant to the Registrant's 1997 Director Stock Option Plan (Amended and restated as of June 2, 2004) (the "Plan"). The Registration Statements previously filed with the Commission relating to the Plan (File Nos. 333-66449 and 333-102130) are incorporated by reference herein.

EXHIBITS

| Exhibit | Description |
|----------------|--|
| 4.1 | Amended and Restated Articles of Incorporation (1) |
| 4.2 | Amended and Restated Bylaws (2) |
| 4.3 | Share Rights Agreement between the Registrant and Wells Fargo Bank, Minnesota, N.A., as Rights Agent, dated as of May 29, 2002 (3) |
| 5 | Opinion of Faegre & Benson LLP as to the legality of the shares being registered |
| 23.1 | Consent of Faegre & Benson LLP (contained in Exhibit 5 to this Registration Statement) |
| 23.2 | Consent of Grant Thornton LLP |
| 24 | Powers of Attorney (included on page 2 of this Registration Statement) |
| 99 | Stellent, Inc. 1997 Director Stock Option Plan (Amended and restated as of June 2, 2004) (4) |

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- (1) Incorporated herein by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed August 30, 2001 (File No. 0-19817).
- (2) Incorporated by reference to Exhibit 4.2 of the Company's Registration Statement on Form S-8 (File No. 333-75828).
- (3) Incorporated by reference to Exhibit 99.1 of the Company's Registration Statement on Form 8-A12G filed June 3, 2002 (File No. 0-19817).
- (4) Incorporated by reference to Exhibit B to the Company's Definitive Proxy Statement on Schedule 14A, filed with the Commission on July 2, 2004 (File No. 0-19817).
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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Company 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 Eden Prairie, State of Minnesota, on August 25, 2004.

STELLENT, INC.

By /s/ Gregg A. Waldon
 Gregg A. Waldon
*Executive Vice President, Chief Financial
 Officer, Treasurer and Secretary*

POWERS OF ATTORNEY

Each of the undersigned hereby appoints Robert F. Olson and Gregg A. Waldon, and each of them (with full power to act alone), as attorneys and agents for the undersigned, with full power of substitution, for and in the name, place and stead of the undersigned, to sign and file with the Securities and Exchange Commission under the Securities Act of 1933, as amended, any and all amendments and exhibits to this Registration Statement and any and all applications, instruments and other documents to be filed with the Securities and Exchange Commission pertaining to the registration of the securities covered hereby, with full power and authority to do and perform any and all acts and things whatsoever requisite and necessary or desirable.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons, representing a majority of the Board of Directors, in the capacities indicated on August 25, 2004.

| Signature | Title |
|--|---|
| /s/ Robert F. Olson | Chairman of the Board, President and Chief Executive |
| Robert F. Olson /s/ Gregg A. Waldon | Officer (Principal Executive Officer and Director) |
| Gregg A. Waldon | Executive Vice President, Chief Financial Officer, Treasurer and Secretary (Principal Financial Officer and Principal Accounting Officer) |
| /s/ Kenneth H. Holec | Director |
| Kenneth H. Holec /s/ Alan B. Menkes | Director |
| Alan B. Menkes /s/ Philip E. Soran | Director |
| Philip E. Soran | |

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/s/ Raymond A. Tucker

Director

Raymond A. Tucker
/s/ Steven C. Waldron

Director

Steven C. Waldron

INDEX TO EXHIBITS

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