

SYNERGETICS USA INC

Form S-8

December 30, 2005

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AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON DECEMBER 30, 2005
 Registration Statement No. 333-

**UNITED STATES
 SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549
 FORM S-8
 REGISTRATION STATEMENT UNDER THE
 SECURITIES ACT OF 1933**

SYNERGETICS USA, INC.

(Exact name of registrant as specified in its charter)

Delaware
 (State or other jurisdiction
 of incorporation or organization)

23-2131580
 (IRS Employer
 Identification No.)

**3845 Corporate Centre Drive
 O Fallon, Missouri 63368
 (636) 939-5100**

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

Amended and Restated Valley Forge Scientific Corp.

2001 Stock Plan

(Full title of the plan)

Pamela G. Boone
 Chief Financial Officer
 Synergetics USA, Inc.
 3845 Corporate Centre Drive
 O Fallon, Missouri 63368
 636-939-5100

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

Copies to:
Jason Zellers, Esq.
 Armstrong Teasdale LLP
 One Metropolitan Square, Suite 2600
 211 North Broadway
 St. Louis, Missouri 63102
 314-621-5070

CALCULATION OF REGISTRATION FEE

| Title of Securities To Be Registered | Amount of Shares To Be Registered(1) | Proposed Maximum Offering Price Per Share | Proposed Maximum Aggregate Offering Price (2) | Amount of Registration Fee |
|---|---|--|--|---|
| Common Stock, par value \$.001 per share | 1,000,000 | \$3.96 | \$3,960,000 | \$423.72 |

(1) Pursuant to Rule 416, this registration statement covers, in addition to the number of shares of common stock shown above, an indeterminate number of shares which, by reason of any stock dividend, stock split, combination

or other change in the Registrant's common stock, may become issuable under the plan.

- (2) Estimated solely for the purpose of calculating the registration fee in accordance with Rules 457(h) and (c) under the Securities Act of 1933, as amended, based upon the average of the high and low prices of the Registrant's common stock reported on The Nasdaq SmallCap Market on December 27, 2005.
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EXPLANATORY NOTE

On September 21, 2005, Valley Forge Scientific Corp., a former Pennsylvania corporation and predecessor Registrant to Synergetics USA, Inc. (Valley Forge), completed its merger with Synergetics, Inc., a Missouri corporation, pursuant to which Synergetics, Inc. became a wholly-owned subsidiary of Valley Forge (the Merger). On September 22, 2005, Valley Forge merged with and into VFSC Delaware, Inc., a Delaware corporation and a wholly-owned subsidiary of Valley Forge, thereby reincorporating in Delaware (the Reincorporation Merger). Simultaneously with the Reincorporation Merger, VFSC Delaware, Inc. changed its name to Synergetics USA, Inc. (the Registrant).

Prior to the Merger and Reincorporation Merger, Valley Forge filed on October 26, 2001 a Registration Statement on Form S-8 (File No. 333-72296) (the Initial Registration Statement) which registered 345,000 shares of Valley Forge common stock reserved for issuance under the Valley Forge Scientific Corp. 2001 Stock Plan (the Plan). At the Valley Forge 2005 Annual Meeting of Shareholders on September 19, 2005, the Valley Forge shareholders approved and adopted an amendment to the Plan to increase the number of shares authorized for issuance under the Plan by 1,000,000 shares of common stock.

On December 30, 2005, the Registrant filed a post-effective amendment to the Initial Registration Statement pursuant to Rule 414 of the Securities Act of 1933, as amended (the Securities Act), whereby the Registrant, as successor issuer to Valley Forge, expressly adopted the Initial Registration Statement as its own for all purposes of the Securities Act and the Securities Exchange Act of 1934, as amended.

By this Registration Statement, the Registrant hereby registers an additional 1,000,000 shares of the Registrant s common stock, \$0.001 par value, authorized for issuance under the Plan. The contents of the Initial Registration Statement are hereby incorporated by reference into this Registration Statement.

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PART II

Item 8. Exhibits.

SIGNATURES

Exhibit Index

Opinion of Armstrong Teasdale LLP

Consent of McGladrey & Pullen, LLP

Consent of MPP&W, P.C.

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PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

The Exhibit Index immediately preceding the exhibits is incorporated herein by reference.

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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 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 County of St. Charles, State of Missouri, on December 30, 2005.

Synergetics USA, Inc.

By: /s/ Pamela G. Boone
 Pamela G. Boone, Executive Vice
 President,
 Chief Financial Officer, Secretary and
 Treasurer

POWER OF ATTORNEY

We, the undersigned officers and directors of Synergetics USA, Inc., hereby severally constitute and appoint Gregg D. Scheller and Pamela G. Boone and each of them, our true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for each of us in our name, place, and stead, in any and all capacities, to sign Synergetics USA, Inc.'s Registration Statement on Form S-8, and any other registration statement relating to the same offering, and any and all amendments thereto (including post-effective amendments), and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and hereby grant to such attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as each of us might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or his or their substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this amendment to the registration statement has been signed by the following persons in the capacities and on the dates indicated:

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|--|---|-------------------|
| /s/ Gregg D. Scheller (Gregg D. Scheller) | President and Chief Executive Officer and Director (principal executive officer) | December 30, 2005 |
| /s/ Pamela G. Boone (Pamela G. Boone) | Executive Vice President and Chief Financial Officer (principal financial and accounting officer) | December 30, 2005 |
| /s/ Juanita H. Hinshaw (Juanita H. Hinshaw) | Director | December 30, 2005 |
| (Robert H. Dick) | Director | December 30, 2005 |
| /s/ Larry C. Cardinale (Larry C. Cardinale) | Director | December 30, 2005 |

| | | |
|------------------------|----------|-------------------|
| /s/ Guy R. Guarch | Director | December 30, 2005 |
| (Guy R. Guarch) | | |
| /s/ Jerry L. Malis | Director | December 30, 2005 |
| (Jerry L. Malis) | | |
| /s/ Kurt W. Gampp, Jr. | Director | December 30, 2005 |
| (Kurt W. Gampp, Jr.) | | |

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Exhibit Index

| <u>Exhibit Number</u> | <u>Description</u> |
|-----------------------|--|
| 5.1 | Opinion of Armstrong Teasdale LLP. |
| 10.1 | Amended and Restated Valley Forge Scientific Corp. 2001 Stock Plan (Filed as Annex C to the Registrant's Registration Statement on Form S-4 filed on June 3, 2005, and subsequently amended, Registration No. 333-125521, and incorporated herein by reference.) |
| 23.1 | Consent of McGladrey & Pullen, LLP. |
| 23.2 | Consent of MPP&W, P.C. |
| 23.3 | Consent of Armstrong Teasdale LLP (included in Exhibit 5.1). |

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