

DOT HILL SYSTEMS CORP  
Form S-8  
August 11, 2011

As filed with the Securities and Exchange Commission on August 11, 2011

*Registration No. 333-*

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8**

**REGISTRATION STATEMENT**

**UNDER**

**THE SECURITIES ACT OF 1933**

**Dot Hill Systems Corp.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**13-3460176**

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

**1351 S. Sunset Street, Longmont, CO**

(Address of Principal Executive Offices)

**80501**

(Zip Code)

**Dot Hill Systems Corp. 2009 Equity Incentive Plan**

(Full title of the plan)

**Dana W. Kammersgard**

*President and Chief Executive Officer*

**Dot Hill Systems Corp.**

**1351 S. Sunset Street**

**Longmont, CO 80501**

**Tel: (303) 845-3200**

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

*Copies to:*

**Thomas A. Coll, Esq.**

**Cooley LLP**

**4401 Eastgate Mall**

**San Diego, California 92121**

**Tel: (858) 550-6000**

**Fax: (858) 550-6420**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

| <b>Title of Securities<br/>to be Registered</b>  | <b>Amount to be<br/>Registered (1)</b> | <b>Proposed Maximum<br/>Offering<br/>Price per Share (2)</b> | <b>Proposed Maximum<br/>Aggregate<br/>Offering Price (2)</b> | <b>Amount of<br/>Registration Fee</b> |
|--|--|--|--|---------------------------------------|
| Common Stock, par value<br>\$0.001 per share (3) | 8,000,000 shares (4)                   | \$1.57   | \$12,560,000   | \$1,458.22                            |

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act") this Registration Statement also registers any additional shares of the Registrant's Common Stock (the "Common Stock") as may become issuable under the Registrant's 2009 Equity Incentive Plan, as amended (the "2009 EIP") as a result of any stock split, stock dividend, recapitalization or similar transaction.
- (2) This estimate is made pursuant to Rule 457(c) and Rule 457(h)(1) of the Securities Act, solely for purposes of calculating the registration fee. The price per share and aggregate offering price are based upon the average of the high and low prices of the Registrant's Common Stock on August 8, 2011, as reported on the Nasdaq Global Market, which was \$1.57 per share.
- (3) Includes associated rights to purchase shares of the Registrant's Series A Junior Participating Preferred Stock.
- (4) Represents 8,000,000 additional shares of Common Stock available for issuance under the 2009 EIP.

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**INCORPORATION BY REFERENCE OF CONTENTS OF  
REGISTRATION STATEMENT ON FORM S-8 NO. 333-160116**

This Registration Statement is being filed for the purpose of increasing the number of securities of the same class as other securities for which a registration statement of the Registrant on Form S-8 relating to the same employee benefit plan is effective. The Registrant previously registered shares of its Common Stock for issuance under the 2009 EIP under the registration statement on Form S-8 filed with the Securities and Exchange Commission (the "SEC") on June 19, 2009 (File No. 333-160116). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the registration statement referenced above.

**EXHIBITS**

**Exhibit**

**Number**

- |      |  |
|------|--|
| 4.1  | Certificate of Incorporation. (1)  |
| 4.2  | Amended and Restated Bylaws. (2)   |
| 4.3  | Form of Common Stock Certificate. (3)  |
| 4.4  | Certificate of Designation of Series A Junior Participating Preferred Stock, as filed with the Secretary of State of Delaware on May 19, 2003. (4) |
| 4.5  | Form of Rights Certificate. (4)  |
| 4.6  | Rights Agreement dated May 19, 2003, by and between Dot Hill Systems Corp. and American Stock Transfer & Trust Company. (4)                        |
| 4.7  | Warrant to Purchase Shares of Common Stock dated January 4, 2008. (5)  |
| 5.1  | Opinion of Cooley LLP.   |
| 23.1 | Consent of Deloitte & Touche LLP.  |
| 23.2 | Consent of Cooley LLP is contained in Exhibit 5.1 to this Registration Statement.  |
| 24.1 | Power of Attorney is contained on the signature page hereto.   |
| 99.1 | 2009 Equity Incentive Plan, as amended. (6)  |

- (1) Filed as an exhibit to our Current Report on Form 8-K filed with the SEC on September 26, 2001 (File No. 001-13317) and incorporated herein by reference.
- (2) Filed as an exhibit to our Current Report on Form 8-K filed with the SEC on December 26, 2007 and incorporated herein by reference.
- (3) Filed as an exhibit to our Current Report on Form 8-K filed with the SEC on January 14, 2003 (File No. 001-13317) and incorporated herein by reference.
- (4) Filed as an exhibit to our Current Report on Form 8-K filed with the SEC on May 19, 2003 (File No. 001-13317) and incorporated herein by reference.
- (5) Filed as an exhibit to our Current Report on Form 8-K filed with the SEC on January 7, 2008 and incorporated herein by reference.
- (6) Filed as Appendix A to our Definitive Proxy Statement on Form DEF 14A filed with the SEC on March 21, 2011 and incorporated herein by reference.

**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 Longmont, State of Colorado, on August 11, 2011.

**DOT HILL SYSTEMS CORP.**

By: /s/ Dana W. Kammersgard  
Dana W. Kammersgard  
President and Chief Executive Officer

**POWER OF ATTORNEY**

**KNOW ALL PERSONS BY THESE PRESENTS**, that each person whose signature appears below constitutes and appoints DANA W. KAMMERSGARD and HANIF I. JAMAL, and each of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said 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 in connection therewith, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| <b>Signature</b>              | <b>Title</b>                                    | <b>Date</b>     |
|-------------------------------|---|-----------------|
| /s/ Dana W. Kammersgard       | Chief Executive Officer, President and Director | August 11, 2011 |
| Dana W. Kammersgard           | (Principal Executive Officer)                   |                 |
| /s/ Hanif I. Jamal            | Chief Financial Officer and Treasurer           | August 11, 2011 |
| Hanif I. Jamal                | (Principal Financial and Accounting Officer)    |                 |
| /s/ Charles F. Christ         | Chairman of the Board of Directors              | August 11, 2011 |
| Charles F. Christ             |   |                 |
| /s/ Thomas H. Marmen          | Director  | August 11, 2011 |
| Thomas H. Marmen              |   |                 |
| /s/ Richard Mejia, Jr.        | Director  | August 11, 2011 |
| Richard Mejia, Jr.            |   |                 |
| /s/ Roderick M. Sherwood, III | Director  | August 11, 2011 |
| Roderick M. Sherwood, III     |   |                 |
| /s/ Debbie Tibey              | Director  | August 11, 2011 |

Debbie Tibey

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