

INTERVOICE INC  
Form S-8  
December 23, 2003

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

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**FORM S-8**

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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**INTERVOICE, INC.**

(Exact name of registrant as specified in its charter)

**Texas**  
(State or other jurisdiction  
of incorporation or organization)

**75-1927578**  
(I.R.S. Employer Identification No.)

**17811 Waterview Parkway**  
**Dallas, Texas**  
(Address of Principal Executive Offices)

**75252**  
(Zip Code)

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**INTERVOICE, INC. EMPLOYEE STOCK PURCHASE PLAN**  
(Full title of the Plan)

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**Craig E. Holmes**  
**Executive Vice President and**  
**Chief Financial Officer**  
**Intervoice, Inc.**  
**17811 Waterview Parkway**  
**Dallas, Texas 75252**  
(Name and address of agent for service)

Copy to:  
**Office of the General Counsel**  
**Intervoice, Inc.**  
**17811 Waterview Parkway**  
**Dallas, Texas 75252**  
**972/454-8000**

**(972) 454-8708**  
(Telephone number, including  
area code, of agent for service)

CALCULATION OF REGISTRATION FEE

<b>Title of Securities to be Registered (1)</b>	<b>Amount to be Registered (2)</b>	<b>Proposed Maximum Offering Price per Share (3)</b>	<b>Proposed Maximum Aggregate Offering Price (3)</b>	<b>Amount of Registration Fee</b>
<u>Common Stock, no par value per share</u>	<u>500,000 shares</u>	<u>\$ 9.58</u>	<u>\$ 4,790,000</u>	<u>\$ 387.51</u>

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- (1) This registration statement also covers an equal number of Preferred Share Purchase Rights issuable pursuant to Intervoice, Inc.'s Rights Agreement, which rights will be transferable only with related shares of Common Stock.
  - (2) Pursuant to Rule 416, shares issuable upon any stock split, stock dividend or similar transaction with respect to these shares are also being registered hereunder.
  - (3) Estimated solely for the purposes of determining the registration fee pursuant to Rule 457(h) on the basis of the average of the high and low prices for the Common Stock (\$9.58) as reported on the Nasdaq National Market on December 16, 2003.
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EX-4.1 Employee Stock Purchase Plan

EX-5.1 Opinion/Consent of Fulbright & Jaworski LLP

EX-23.1 Ernst & Young LLP

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Documents Incorporated by Reference.

The following documents filed by the Registrant with the Securities and Exchange Commission are incorporated by reference in this Registration Statement:

(a) The contents of the Registration Statement (the Prior Registration Statement ) of Intervoice, Inc. (the Registrant ) on Form S-8, Registration No. 333-101328, filed with the Securities and Exchange Commission on November 20, 2002, including the documents incorporated by reference therein, are incorporated by reference into this Registration Statement.

(b) The Company s Annual Report on Form 10-K for the fiscal year ended February 28, 2003;

(c) The Company s Quarterly Reports on Form 10-Q for the quarters ended May 31, 2003 and August 31, 2003; and

(d) The Company s Reports on Form 8-K filed on

March 12, 2003	(date of event: March 11, 2003),
March 31, 2003	(date of event: March 28, 2003),
June 10, 2003	(date of event: June 9, 2003),
June 26, 2003	(date of event: June 25, 2003),
June 26, 2003	(date of event: June 25, 2003), and
September 18, 2003	(date of event: September 18, 2003).

(e) The description of the Common Stock contained in the Registration Statement on Form 8-A of the Company heretofore filed by the Company with the Commission, including any amendment or report filed for the purpose of updating such description.

In addition, all documents filed by the Company with the Securities and Exchange Commission pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents.

Amendments to the Plan.

On June 24, 2003, the Board of Directors of the Registrant adopted amendments to the Registrant s Employee Stock Purchase Plan (the Plan ) that increased from 1,500,000 to 2,000,000 the aggregate number of shares of the Registrant s common stock, no par value per share ( Common Stock ), reserved for issuance under the Plan. The amendment was approved by the shareholders of the Registrant on August 20, 2003.

Exhibits.

In addition to the exhibits filed or incorporated by reference into the Prior Registration Statement, the following documents are filed as exhibits to this Registration Statement.

- 4.1 Intervoice, Inc. Employee Stock Purchase Plan, as amended.
- 5.1 Opinion of Fulbright & Jaworski L.L.P., regarding 500,000 shares of Common Stock.
- 23.1 Consent of Ernst & Young, L.L.P., independent public accountants, to incorporation of report by reference.
- 23.2 Consent of counsel (included in the opinion Fulbright & Jaworski L.L.P., filed herewith as Exhibit 5.1)

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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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas and State of Texas on the 22nd day of December, 2003.

INTERVOICE, INC.  
(Registrant)

By:           /s/ David W. Brandenburg          

David W. Brandenburg  
Chairman of the Board of Directors  
and 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 date indicated. The undersigned persons hereby constitute and appoint David W. Brandenburg and Craig E. Holmes, or either of them, as our true and lawful attorneys-in-fact with full power to execute in our name and on our behalf in the capacities indicated below any and all amendments to this Registration Statement to be filed with the Securities and Exchange Commission and hereby ratify and confirm all that such attorneys-in-fact shall lawfully do or cause to be done by virtue hereof.

<b><u>Signature</u></b>	<b><u>Title</u></b>	<b><u>Date</u></b>
<u>          /s/ David W. Brandenburg          </u> David W. Brandenburg	Chairman of the Board of Directors and Chief Executive Officer	December 22, 2003
<u>          /s/ Craig E. Holmes          </u> Craig E. Holmes	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	December 22, 200
<u>          /s/ Mark C. Falkenberg          </u> Mark C. Falkenberg	Chief Accounting Officer (Principal Accounting Officer)	December 22, 2003
<u>          /s/ Joseph J. Pietropaolo          </u> Joseph J. Pietropaolo	Director	December 22, 2003
<u>          /s/ George C. Platt          </u> George C. Platt	Director	December 22, 2003
<u>          /s/ Jack P. Reily          </u> Jack P. Reily	Director	December 22, 2003
<u>          /s/ Gerald F. Montry          </u> Gerald F. Montry	Director	December 22, 2003



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