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SONIC FOUNDRY INC
 Form S-8
 December 21, 2001

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM S-8

Registration Statement
 Under
 The Securities Act of 1933
 Commission File No. _____

SONIC FOUNDRY, INC.

(Exact name of registrant as specified in its charter)

MARYLAND	39-1783372
-----	-----
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
1617 Sherman Avenue, Madison, WI 53704	(608) 256-3133
-----	-----
(Address of principal executive offices)	(Issuer's telephone number)

Amended 1999 Non-Qualified Stock Option Plan (3,000,000 additional shares)
 Filed September 8, 2000, Registration Number 333-45438

 (Full title of plan)

Rimas P. Buinevicius
 Chief Executive Officer
 1617 Sherman Avenue
 Madison, WI 53704
 (608) 256-3133
 (Name, address, including zip code, and
 telephone number, including area code,
 of agent for service)

Copy to:
 James R. Stern, Esq.
 McBreen & Kopko
 20 North Wacker Drive
 Suite 2520
 Chicago, IL 60606
 (312) 332-6405

Calculation of Registration Fee

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price per Share (1)	Aggrega Offerin Price (
Common Stock, \$.01 par value per share	3,000,000 Shares (2)	\$2.835	\$8,505,0

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- (1) Computed pursuant to Rule 457(c) and (h) based on the average of the high and low prices reported on the Nasdaq Stock Market on December 11, 2001, which was \$2.835.
- (2) On September 8, 2000, Registrant registered 400,000 shares to be issued under the 1999 Non-Qualified Stock Option Plan. The 1999 Non-Qualified Stock Option Plan was amended on December 20, 2000 and October 9, 2001 and is now referred to as the Amended 1999 Non-Qualified Stock Option Plan. Pursuant to Instruction E on Form S-8, an additional 3,000,000 shares are being registered herein to be issued pursuant to the Amended 1999 Non-Qualified Stock Option Plan.

The Exhibit Index appears after the Signature Page of this Registration Statement.

INCORPORATION BY REFERENCE

Pursuant to General Instruction E on Form S-8, the contents of the Registration Statement filed by Sonic Foundry, Inc. (the "Company") under Registration Number 333-45438 with respect to securities offered pursuant to the Company's 1999 Non-Qualified Stock Option Plan (the "Plan"), are hereby incorporated by reference herein, and the opinions and consents listed below are annexed hereto:

Exhibit Number	Description
-----	-----
4.1	Registrant's Amended 1999 Non-Qualified Stock Option Plan
5.1	Opinion of McBreen & Kopko regarding the legality of the Common Stock registered hereby
23.1	Consent of McBreen & Kopko (included in its opinion to be filed as Exhibit 5.1 hereto)
23.2	Consent of Ernst & Young LLP
24.1	Power of Attorney (contained within Signature Page)

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe 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 City of Madison, State of Wisconsin, on this 14/th/ day of December, 2001.

Sonic Foundry, Inc.

By: /s/ Rimas Buinevicius

 Rimas Buinevicius, Chairman
 and Chief Executive Officer

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POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Rimas Buinevicius and Kenneth Minor as 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 Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent 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, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

Name -----	Title -----	Date -----
/s/ Rimas Buinevicius ----- Rimas Buinevicius	Chairman and Chief Executive Officer (Principal Executive Officer)	December
/s/ Kenneth A. Minor ----- Kenneth A. Minor	Chief Financial Officer and Secretary	December
/s/ Monty Schmidt ----- Monty Schmidt	(Principal Financial and Accounting Officer) President and Director	December
/s/ Curtis Palmer ----- Curtis Palmer	Executive Vice President, Chief Technology Officer and Director	December
/s/ Frederick H. Kopko, Jr. ----- Frederick H. Kopko, Jr.	Director	December

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/s/ Arnold Pollard

Director

December

Arnold Pollard

/s/ David Kleinman

Director

December

David Kleinman

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Description

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23.1	Consent of McBreen & Kopko (included in Exhibit 5)
23.2	Consent of Ernst & Young LLP
24.1	Power of Attorney (contained within Signature Page)

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