

ZOOM TECHNOLOGIES INC  
Form S-8  
April 07, 2008

As filed with the Securities and Exchange Commission on April 7, 2008

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**

**Zoom Technologies, Inc.**  
(Name of registrant as specified in its charter)

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

**04-2621506**  
(I.R.S. Employer  
Identification No.)

**207 South Street  
Boston, Massachusetts 02111**  
(Address of principal executive offices)

**Zoom Technologies, Inc. 1998 Employee Equity Incentive Plan  
Zoom Technologies, Inc. 1990 Stock Option Plan**  
(Full title of the Plans)

**Frank B. Manning**  
**President and Chief Executive Officer**  
**Zoom Technologies, Inc.**  
**207 South Street**  
**Boston, Massachusetts 02111**  
**(617) 423-1072**  
(Name, address, and telephone number of agent for service)

**Copies of all communications to:**  
**Jeffrey P. Steele, Esq.**  
**Morse, Barnes-Brown & Pendleton, P.C.**  
**1601 Trapelo Road**  
**Waltham, Massachusetts 02451**  
**(781) 622-5930**

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be Registered</b>	<b>Amount to be Registered (1)</b>	<b>Proposed Maximum Offering Price Per Share</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Common stock, \$0.01 par value	1,180,050 shares(2)	\$ .46(3)	\$ 542,823	\$ 21.33
Common stock, \$0.01 par value	319,950 shares(2)	\$ .72(5)	\$ 230,364	\$ 9.05
Common stock, \$0.01 par value	1,500,000 shares(4)	\$ .46(3)	\$ 690,000	\$ 27.12
<b>Totals</b>		<b>—</b>	<b>\$ 1,463,187</b>	<b>\$ 57.50</b>

- (1) In addition, pursuant to Rule 416(a) under the Securities Act of 1933, this registration statement also covers any additional securities to be offered or issued in connection with a stock split, stock dividend or similar transaction.
- (2) Represents shares of common stock issuable upon exercise of stock options available for grant pursuant to the Zoom Technologies, Inc. 1998 Employee Equity Incentive Plan.
- (3) Estimated solely for purposes of calculating the registration fee in accordance with Rule 457(h) under the Securities Act of 1933, using the average of the high and low price as reported on the Nasdaq Capital Market on April 1, 2008.
- (4) Represents shares of common stock issuable upon exercise of stock options available for grant pursuant to the Zoom Technologies, Inc. 1990 Stock Option Plan.
- (5) In accordance with Rule 457(h) under the Securities Act of 1933, the calculation with respect to shares issuable under stock options granted under the 1998 Employee Equity Incentive Plan and outstanding at April 7, 2008 is based on the exercise prices of such options.

## INTRODUCTORY NOTE

This Registration Statement covers 1,500,000 shares of our common stock issuable pursuant to our 1990 Stock Option Plan, as amended (the "1990 Plan") and 1,500,000 shares of our common stock issuable pursuant to our 1998 Employee Equity Incentive Plan, as amended (the "1998 Plan"). These shares are in addition to the aggregate of 3,300,000 shares of common stock registered under the 1990 Plan pursuant to the Registration Statements on Form S-8, File Nos. 333-60565 and 333-126612, and the aggregate of 1,200,000 shares of common stock registered under the 1998 Plan pursuant to the Registration Statements on Form S-8, File Nos. 333-75575, 333-90191, 333-47188 and 333-97573.

The contents of our Registration Statements on Form S-8, File Nos. 333-60565, 333-126612, 333-75575, 333-90191, 333-47188 and 333-97573, are incorporated herein by reference.

## PART II

### ITEM 8. EXHIBITS.

The exhibits filed as part of this Registration Statement are as follows:

<b>Exhibit</b>	
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<b>Number</b>	<b>Description</b>
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- |       |   |
|-------|---|
| 5.1*  | Legal Opinion of Morse, Barnes-Brown & Pendleton, P.C.  |
| 23.1* | Consent of UHY LLP  |
| 23.2  | Consent of Morse, Barnes-Brown & Pendleton, P.C. (included in Exhibit 5.1)  |
| 24.1  | Power of Attorney (included on the signature page)  |
| 99.1  | Zoom Technologies, Inc. 1990 Stock Option Plan, as amended, filed as Exhibit 10.1 to the Registrant's Annual Report on Form 10-K dated March 28, 2008.              |
| 99.2  | Zoom Technologies, Inc. 1998 Employee Equity Incentive Plan, as amended, filed as Exhibit 10.3 to the Registrant's Annual Report on Form 10-K dated March 28, 2008. |

\* Filed herewith.

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## SIGNATURES

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 caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Boston, Massachusetts, on this 7<sup>th</sup> day of April, 2008.

### Zoom Technologies, Inc.

By: /s/Frank B. Manning  
 Frank B. Manning  
 President and Chief  
 Executive Officer  
 (Principal Executive  
 Officer)

## POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Frank B. Manning and Robert A. Crist, and each of them acting individually, 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 filed pursuant to Rule 462, or otherwise) of and supplements to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the U.S. Securities and Exchange Commission, granting unto each such attorney-in-fact and agent, or his substitutes, 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, to all intents and purposes and as fully as he might or could do in person, hereby ratifying and confirming all that each such attorney-in-fact and agent, or his substitutes, 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 indicated as of April 7, 2008.

Signature	Date	Title
/s/Frank B. Manning Frank B. Manning	April 7, 2008	President, Chief Executive Officer and Director (Principal Executive Officer)
/s/Robert A. Crist Robert A. Crist	April 7, 2008	Vice President-Finance and Chief Financial Officer (Principal Financial and Accounting Officer)
/s/Peter R. Kramer	April 7, 2008	Director

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Peter R. Kramer

/s/Bernard Furman  
Bernard Furman

April 7, 2008

Director

Joseph J. Donovan

April 7, 2008

Director

J. Ronald Woods

April 7, 2008

Director

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## INDEX TO EXHIBITS

**Exhibit**

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