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BLONDER TONGUE LABORATORIES INC

Form S-8

December 19, 2003

As filed with the Securities and Exchange Commission on December 19, 2003
Registration No. 333-_____

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

BLONDER TONGUE LABORATORIES, INC.

(Exact name of registrant as specified in its charter)

Delaware	52-1611421
-----	-----
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)

One Jake Brown Road Old Bridge, New Jersey	08857
-----	-----
(Address of Principal Executive Offices)	(Zip Code)

BLONDER TONGUE LABORATORIES, INC.
AMENDED AND RESTATED 1996 DIRECTOR OPTION PLAN

(Full title of the plan)

James A. Luksch
Chief Executive Officer
One Jake Brown Road
Old Bridge, New Jersey 08857
(732) 679-4000

(Name, address and telephone number of agent for service)

Copies to:

Gary P. Scharmett, Esquire
Stradley, Ronon, Stevens & Young, LLP
2600 One Commerce Square
Philadelphia, Pennsylvania 19103-7098

CALCULATION OF REGISTRATION FEE

Proposed maximum	Proposed maximum	Amount of
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Title of securities to be registered	Amount to be Registered(1)	Offering price per Share	aggregate offering price (4)	Registration fee
Common Stock, \$.001 par value per share	12,500 shares 87,500 shares	\$2.05 (2) \$2.925 (3)	\$281,563	\$23.00

- (1) This Registration Statement is only registering shares of Common Stock issued after the date of this Registration Statement under the Blonder Tongue Laboratories, Inc. Amended and Restated 1996 Director Option Plan, as amended (the "Plan"), and such additional indeterminable number of shares that may be issuable by reason of the anti-dilution provisions of the Plan.
- (2) Pursuant to Rule 457(h)(1), for shares issuable under presently outstanding options granted under the Plan, the price at which such options may be exercised has been used to determine the registration fee.
- (3) Pursuant to Rule 457(h)(1) and (c), for shares available under the Plan that are not presently subject to outstanding options, the average of the high and low prices per share of the Common Stock reported on the American Stock Exchange on December 16, 2003, has been used to determine the registration fee.
- (4) Estimated solely for the purpose of determining the registration fee.

Pursuant to General Instruction E to Form S-8, the contents of the Company's Registration Statement on Form S-8 (Registration No. 333-15039) originally filed with the Securities and Exchange Commission on October 29, 1996 (the "Prior Registration Statement") are incorporated herein by reference, except for (i) Items 5 and 8 of Part II thereof and (ii) the Reoffer Prospectus. This Registration Statement covers 100,000 shares, which together with (i) the 25,000 shares registered under the Prior Registration Statement, and (ii) the 75,000 shares registered under the Company's Registration Statement on Form S-8 (Registration No. 333-52519) originally filed with the Securities and Exchange Commission on May 13, 1998, constitute the 200,000 shares of common stock issuable under the Company's Amended and Restated 1996 Director Option Plan, as amended.

PART II

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 5. Interest of Named Experts and Counsel.

Gary P. Scharmatt, a partner of Stradley, Ronon, Stevens & Young, LLP, legal counsel to the Company, is a director of the Company and beneficially owns 6,300 shares of the common stock and holds options to purchase 37,000 shares of the common stock at purchase prices of \$7.03 per share (5,000 shares), \$6.88 per share (15,000 shares), \$6.53 per share (2,000 shares), \$3.40 per share (5,000 shares), \$2.88 per share (5,000 shares) and \$2.05 per share (5,000 shares), which options may be exercised for a 10-year period ending on July 16, 2006 (10,000 shares), July 8, 2008 (5,000 shares), July 15, 2009 (2,000 shares), July 13, 2010 (5,000 shares), February 16, 2011 (5,000 shares), February 7, 2012 (5,000 shares) and June 12, 2013 (5,000 shares).

Item 8. Exhibits.

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Reference is made to the Exhibit Index on Page II-3 filed herewith.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant Blonder Tongue Laboratories, Inc. 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 Old Bridge, State of New Jersey, on December 19, 2003.

BLONDER TONGUE LABORATORIES, INC.

By: /s/ James A. Luksch

James A. Luksch, Chief Executive Officer

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

Each person whose signature appears below constitutes and appoints James A. Luksch and Robert J. Palle, Jr., jointly and severally, his attorneys-in-fact, each with the power of substitution, for him in any and all capacities to sign any amendments to this Registration Statement on Form S-8, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof.

Name	Title	Date
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/s/ James A. Luksch ----- James A. Luksch	Director and Chief Executive Officer (Principal Executive Officer)	December 19, 2003
/s/ Eric Skolnik ----- Eric Skolnik	Senior Vice President, Treasurer and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	December 19, 2003
/s/ Robert J. Palle, Jr. ----- Robert J. Palle, Jr.	Director, President and Chief Operating Officer	December 19, 2003
/s/ John E. Dwight ----- John E. Dwight	Director	December 19, 2003
/s/ Robert E. Heaton ----- Robert E. Heaton	Director	December 19, 2003

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/s/ Robert B. Mayer ----- Robert B. Mayer	Director	December 19, 2003
/s/ Gary P. Scharmett ----- Gary P. Scharmett	Director	December 19, 2003
/s/ James H. Williams ----- James H. Williams	Director	December 19, 2003
/s/ James F. Williams ----- James F. Williams	Director	December 19, 2003

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EXHIBIT INDEX

Exhibit # -----	Description -----	Sequential Page Number -----
4.1	Blonder Tongue Laboratories, Inc. Amended and Restated 1996 Director Option Plan (the "1996 Plan")	Incorporated by reference from Appendix B to the Company's Annual Proxy Statement for the Company's 1998 Annual Meeting of Stockholders, originally filed on April 3, 1998.
4.2	First Amendment to the 1996 Plan	Filed herein.
23.1	Consent of BDO Seidman, LLP	Filed herein.
23.2	Power of Attorney	Contained in Signature Page on page II-2 herein.

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