

TigerLogic CORP  
Form S-8  
June 22, 2011

As filed with the Securities and Exchange Commission on June 22, 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*

**TIGERLOGIC CORPORATION**

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State of incorporation)

25A Technology Drive

**94-3046892**  
(I.R.S. Employer Identification Number)

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Irvine, CA 92618

(Address of principal executive offices)

**TIGERLOGIC CORPORATION**

**2009 EQUITY INCENTIVE PLAN**

(Full title of the plan)

**Thomas Lim**

**TIGERLOGIC CORPORATION**

**25A Technology Drive**

**Irvine, CA 92618**

**(949) 442-4400**

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

*Copy to:*

**Julia Vax, Esq.**

**Howard Rice Nemerovski Canady Falk & Rabkin,**

**A Professional Corporation**

**Three Embarcadero Center**

**Seventh Floor**

**San Francisco, CA 94111-4024**

**(415) 434-1600**

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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, non-accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

|                         |  |                           |                                     |
|-------------------------|--|---------------------------|-------------------------------------|
| Large accelerated filer | <input type="checkbox"/>   | Accelerated filer         | <input type="checkbox"/>            |
| Non-accelerated filer   | <input type="checkbox"/> (Do not check if a smaller reporting company) | Smaller reporting company | <input checked="" type="checkbox"/> |

**CALCULATION OF REGISTRATION FEE**

| <b>Title of securities to be registered</b>  | <b>Amount to be registered</b> | <b>Proposed maximum offering price per share</b> | <b>Proposed maximum aggregate offering price</b> | <b>Amount of registration fee</b> |
|--|--------------------------------|--|--|-----------------------------------|
| Common Stock, \$0.10 par value: Reserved for future issuance under the TigerLogic Corporation 2009 Equity Incentive Plan | 843,059 shares(1)              | \$4.38(2)  | \$3,692,598                                      | \$428.71                          |

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended, this Registration Statement shall also cover any additional shares of the Common Stock of TigerLogic Corporation (the Registrant) that become issuable under its 2009 Equity Incentive Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of outstanding shares of Registrant's Common Stock.
- (2) Estimated in accordance with Rule 457(h) under the Securities Act of 1933, as amended, solely for the purpose of computing the amount of the registration fee based on the average of the high and low prices per share of the Registrant's Common Stock as reported on The NASDAQ Capital Market on June 17, 2011, which was \$4.38 per share.

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**EXPLANATORY NOTE**

TigerLogic Corporation (the Company or the Registrant ) is filing this Registration Statement on Form S-8 to register an additional 843,059 shares of its Common Stock under its 2009 Equity Incentive Plan (the Plan ) in accordance with the evergreen provisions of Section 4.2 of the Plan. The Company previously filed Registration Statements on Form S-8 with the Securities and Exchange Commission (the Commission ) on March 3, 2009 (Registration No. 333-157660) and on June 22, 2010 (Registration No. 333-167689) (collectively, the Earlier Registration Statements ) pursuant to which an aggregate of 4,597,034 shares of the Company s Common Stock were registered for issuance under the Plan.

**INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE**

Pursuant to General Instruction E to Form S-8, the contents of the Earlier Registration Statements are incorporated herein by reference and made part of this Registration Statement, except to the extent supplemented, amended or superseded by the information set forth herein.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits.**

| <b>Exhibit Number</b> | <b>Description</b>   |
|-----------------------|--|
| 4.1*                  | TigerLogic Corporation 2009 Equity Incentive Plan  |
| 5.1**                 | Opinion of Howard Rice Nemerovski Canady Falk & Rabkin, A Professional Corporation                           |
| 23.1**                | Consent of KPMG LLP, Independent Registered Public Accounting Firm   |
| 23.2**                | Consent of Howard Rice Nemerovski Canady Falk & Rabkin, A Professional Corporation (included in Exhibit 5.1) |
| 24.1**                | Power of Attorney (included on the signature page of this Registration Statement)                            |

\* Incorporated by reference to the Company s Current Report on Form 8-K, filed with the Commission on February 26, 2009.

\*\* Filed herewith.

**Item 9. Undertakings.**

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective Registration Statement.

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

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*Provided, however,* that paragraphs (a)(1)(i) and (a)(1)(ii) of this section do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

**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 Mountain View, State of California, on June 22, 2011.

**TIGERLOGIC CORPORATION**

By: /s/ Thomas Lim  
 Thomas Lim  
 Chief Financial Officer

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Richard W. Koe and Thomas Lim, and each or any one of them, 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 to this Registration Statement, and to file the same, with 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 that all said attorneys-in-fact and agents, or any of them or their or his substitute or substitutes, 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 date indicated.

| <b>Signatures</b>           | <b>Title</b>   | <b>Date</b>   |
|-----------------------------|--|---------------|
| /s/ Richard W. Koe          |  | June 22, 2011 |
| <b>Richard W. Koe</b>       | Director, Interim President and Chief Executive Officer<br>(Principal Executive Officer) |               |
| /s/ Thomas Lim              |  | June 22, 2011 |
| <b>Thomas Lim</b>           | Chief Financial Officer<br>(Principal Financial and Accounting Officer)                  |               |
| /s/ Gerald F. Chew          |  | June 22, 2011 |
| <b>Gerald F. Chew</b>       | Director   |               |
| /s/ Douglas G. Marshall     |  | June 22, 2011 |
| <b>Douglas G. Marshall</b>  | Director   |               |
| /s/ Philip D. Barrett       |  | June 22, 2011 |
| <b>Philip D. Barrett</b>    | Director   |               |
| /s/ Douglas G. Ballinger    |  | June 22, 2011 |
| <b>Douglas G. Ballinger</b> | Director   |               |



**TIGERLOGIC CORPORATION**

**EXHIBIT INDEX**

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