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IMERGENT INC
Form S-8
November 12, 2004

U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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

IMERGENT, INC.
(Exact name of registrant as specified in its charter)

Delaware

(State of incorporation)

87-0591719

(I.R.S. Employer
Identification No.)

754 EAST TECHNOLOGY AVENUE
OREM, Utah 84097
(801) 227-0004

(Address and telephone number of registrant's principal executive offices
and principal place of business)

1998 STOCK OPTION PLAN FOR SENIOR EXECUTIVES
1999 STOCK OPTION PLAN FOR NON-EXECUTIVES

(Full Title of the Plans)

DONALD L. DANKS
754 EAST TECHNOLOGY AVENUE
OREM, Utah 84097
(801) 227-0004

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

Copies to:

| Calculation of Registration Fee | | | |
|--|-------------------------------|---|---|
| Title of Each Class Of Securities To Be Registered | Amount To Be Registered | Proposed Maximum Offering Price Per Share | Proposed Maximum Aggregate Offering Price |
| Common Stock, Par Value \$0.001 | 196,351 | \$10.32 | \$2,026,342 |

The offering price per share for the selling security holders was estimated solely for the purpose of calculating the registration fee pursuant to Rule 457

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of Regulation C. Pursuant to Rules 457(c) and (h) of the Securities Act of 1933, as amended, the registration fee has been calculated based upon a price of \$10.32 per share, the closing price of the common stock on November 5, 2004 as reported on the American Stock Exchange.

REGISTRATION OF ADDITIONAL SECURITIES

The number of shares of common stock to be registered as set forth above represents the aggregate number of additional shares that are issuable pursuant to the Registrant's 1998 Stock Option Plan for Senior Executives (the "1998 Plan") and the 1999 Stock Option Plan for Non-Executives (the "1999 Plan"), over and above the number of shares previously registered. Of the additional shares, 190,625 shares of common stock are issuable pursuant to the 1998 Plan and 5,726 shares of common stock are issuable pursuant to the 1999 Plan. This Registration Statement shall also cover any additional shares of common stock which become issuable under either the 1998 Plan or the 1999 Plan by reason of any stock dividend, stock split, recapitalization, or other similar transaction which results in an increase in the number of outstanding shares of common stock of the Registrant.

Reference is made to the Registrant's Registration Statement on Form S-8 filed January 21, 2000, SEC File Number 333-95205, with respect to shares of common stock registered under the 1998 Plan and the 1999 Plan. The contents of such Registration Statement are hereby incorporated by reference in their entirety.

EXHIBITS

| Exhibit Number ----- | Description ----- |
|----------------------------|-------------------------------------|
| 5.1 | Opinion of Jeffrey G. Korn, esquire |
| 23.1 | Consent of Grant Thornton LLP |

SIGNATURES

In accordance with the requirements of the Securities Act of 1933, as amended, we certify that we have reasonable grounds to believe that we meet all of the requirements of filing on Form S-8 and have authorized this registration statement to be signed on our behalf by the undersigned, in the city of Orem, Utah, on November 5, 2004.

IMERGENT, INC.
A Delaware Corporation

By: /s/ Donald L. Danks

Donald L. Danks

Its: Chief Executive Officer and
Chairman of the Board of Directors

In accordance with the requirements of the Securities Act of 1933, this registration statement was signed by the following persons in the capacities and on the dates stated:

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/s/ Donald L. Danks November 5, 2004

Donald L. Danks
Chief Executive Officers and
Chairman of the Board of Directors

/s/ Brandon Lewis November 5, 2004

Brandon Lewis
Director and President

/s/ Peter Fredericks November 5, 2004

Peter Fredericks
Director

/s/ Thomas Scheiner November 5, 2004

Thomas Scheiner
Director

/s/ Gary Gladstein November 5, 2004

Gary Gladstein
Director

POWER OF ATTORNEY

The persons whose signatures appears below constitute and appoint and hereby authorize Donald L. Danks with the full power of substitution, as attorney-in-fact, to sign in such person's behalf, individually and in his capacity as a director, and to file any amendments, including post-effective amendments to this Registration Statement.

In accordance with the requirements of the Securities Act of 1933, this Registration Statement was signed by the following persons in the capacity and on the date stated.

/s/ Brandon Lewis November 5, 2004

Brandon Lewis
Director and President

/s/ Peter Fredericks November 5, 2004

Peter Fredericks
Director

/s/ Thomas Scheiner November 5, 2004

Thomas Scheiner
Director

/s/ Gary Gladstein November 5, 2004

Gary Gladstein
Director