

NEWTEK BUSINESS SERVICES INC
Form S-8
July 31, 2003

As filed with the Securities and Exchange Commission on July 31, 2003

Registration No.

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

NEWTEK BUSINESS SERVICES, INC.

(Exact Name of Registrant as Specified in Its Charter)

New York

11-3504638

(State or Other Jurisdiction of
Incorporation or Organization)

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

100 Quentin Roosevelt Blvd, Suite 408

Garden City, NY 11530

(Address of Principal Executive Offices)

Newtek Business Services, Inc.

2000 Stock Incentive and Deferred Compensation Plan

(Full title of the Plan)

Barry Sloane

Chairman of the Board and Chief Executive Officer and Secretary

Newtek Business Services, Inc.

100 Quentin Roosevelt Blvd, Suite 408

Garden City, NY 11530

(Name and Address of Agent For Service)

(516) 390-2260

(Telephone Number, Including Area Code, of Agent for Service)

Copies to:

Matthew Ash, Esquire

Cozen O Connor

1667 K Street, N.W., Suite 500

Washington, D.C. 20006

(202) 912-4800

CALCULATION OF REGISTRATION FEE

| Title Of Securities To Be Registered | Amount To Be Registered | Proposed Maximum Offering Price Per Share | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|---|--------------------------------|--|--|-----------------------------------|
| Common Stock, \$.02 par value | 2,000,000 (1) | \$5.15 (2) | \$10,300,000 (2) | \$833.27 |

(1)

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This registration statement is filed to register 2,000,000 additional shares of common stock issuable upon exercise of awards granted or to be granted pursuant to the Newtek Business Services, Inc. 2000 Stock Incentive and Deferred Compensation Plan.

- (2) Under Rule 457(h), the registration fee may be calculated, inter alia, based upon the price at which the options may be exercised. 2,000,000 shares are being registered hereby based upon the average of the high and low selling prices of the common stock of the registrant as reported on The American Stock Exchange on July 28, 2003 of \$5.15 per share (\$10,300,000 in the aggregate). Therefore, the total amount of the offering being registered herein is \$21,887,500.
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INTRODUCTORY STATEMENT

This amended registration statement is filed for the purpose of registering 2,000,000 additional shares of common stock, \$.02 par value per share (Common Stock) of Newtek Business Services, Inc. (Newtek), pursuant to the Newtek Capital Inc. 2000 Stock Incentive and Deferred Compensation Plan, and to report a change of the name of the Plan to The Newtek Business Services, Inc. 2000 Stock Incentive and Deferred Compensation Plan (the Plan). Registration No. 333-43550 has become effective with respect to the Plan. The contents of such registration statement are incorporated herein by reference pursuant to General Instruction E to form S-8 and are amended by this Post Effective Amendment No. 1 to such registration statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Certain Documents by Reference

The following documents are incorporated by reference in this Registration Statement:

- (a) Annual Report on Form 10-KSB for the year ended December 31, 2002;
- (b) Current Report on Form 8-K filed January 15, 2003;
- (c) Current Report on Form 8-K filed March 17, 2003;
- (d) Quarterly Report on Form 10-QSB for the Quarter Ended March 31, 2003;
- (e) The description of the Company's securities contained in the Company's Registration Statement on Form 8-A dated September 18, 2000.

All documents filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement, and to be a part hereof from the date of filing of such documents.

Item 8. Exhibits

For a list of all exhibits filed or included as part of this Registration Statement, see Index to Exhibits at the end of this Registration Statement.

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Steven A. Shenfeld

/s/ Jeffrey M. Schottenstein

Director

July 28, 2003

Jeffrey M. Schottenstein

/s/ Guiseppe Soccodato

Controller and Chief Accounting Officer

July 28, 2003

Giuseppe Soccodato

INDEX TO EXHIBITS

| Exhibit | Description |
|----------------|--|
| 4 | The Newtek Business Services, Inc. 2000 Stock Incentive and Deferred Compensation Plan, as amended |
| 5 | Opinion of Cozen O Connor |
| 23.1 | Consent of Cozen O Connor (included in Exhibit 5) |
| 23.2 | Consent of PriceWaterhouse Coopers LLP |
| 24 | Power of Attorney (contained in the signature page to this registration statement) |