

RUDOLPH TECHNOLOGIES INC

Form S-8 POS

November 01, 2018

As filed with the Securities and Exchange Commission on November 1, 2018

Registration No. 333-104349

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO

Form S-8 Registration Statement No. 333-92443

Form S-8 Registration Statement No. 333-104349

Form S-8 Registration Statement No. 333-129773

Form S-8 Registration Statement No. 333-132283

Form S-8 Registration Statement No. 333-149705

Form S-8 Registration Statement No. 333-163240

Form S-8 Registration Statement No. 333-172927

UNDER

THE SECURITIES ACT OF 1933

RUDOLPH TECHNOLOGIES, INC.

(Exact name of registrant as specified in its charter)

Delaware

22-3531208

(State of Incorporation) (I.R.S. Employer Identification No.)

16 Jonspin Road

Wilmington, MA 01887

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(Address of principal executive offices, including zip code)

RUDOLPH TECHNOLOGIES, INC. 1996 NON-QUALIFIED STOCK OPTION PLAN

RUDOLPH TECHNOLOGIES, INC. 1999 STOCK PLAN

RUDOLPH TECHNOLOGIES, INC. AMENDED AND RESTATED 1999 EMPLOYEE STOCK PURCHASE PLAN

AUGUST TECHNOLOGY CORPORATION 1997 STOCK INCENTIVE PLAN

RUDOLPH TECHNOLOGIES, INC. 2009 EMPLOYEE STOCK PURCHASE PLAN

(Full title of the plans)

MICHAEL P. PLISINSKI

Chief Executive Officer

RUDOLPH TECHNOLOGIES, INC.

16 Jonspin Road

Wilmington, MA 01887

(978) 253-6200

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

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" and "smaller reporting company" in Rule 12-b-2 of the Exchange Act.

| | |
|-------------------------|---------------------------|
| Large accelerated filer | Accelerated filer |
| Non-accelerated filer | Smaller reporting company |
| | Emerging growth company |

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE / DEREGISTRATION OF UNSOLD SECURITIES

Rudolph Technologies Inc. (the “Company”) previously registered shares of the Company’s common stock, \$0.001 par value per share, under the following registration statements (the “Registration Statements”) concerning shares issuable under certain employee benefit and equity plans and agreements. The Company is filing these post-effective amendments to the Registration Statements (“Post-Effective Amendments”) in order to deregister any securities registered and unsold under the Registration Statements and to terminate the Registration Statements. The approximate number of unsold shares is set forth below with respect to each Registration Statement. The shares are being removed from registration and the Registration Statements are being terminated because the plans referenced below have now expired or been terminated and all shares that were issuable under the plans have been issued.

| Registration No. | Date Filed With the SEC | Name of Equity Plan or Agreement | Number of Shares Originally Registered | Approximate Number of Shares Deregistered Hereby |
|------------------|-------------------------|---|--|--|
| 333-92443 | 12/9/1999 | 1996 Non-Qualified Stock Option Plan | 698,930 | 1,783 |
| | | 1999 Stock Plan | 2,000,000 | 0 |
| | | 1999 Employee Stock Purchase Plan | 300,000 | 0 |
| 333-104349 | 4/7/2003 | 1999 Stock Plan | 946,774 | 0 |
| | | 1999 Employee Stock Purchase Plan | 897,438 | 740,378 |
| 333-129773 | 11/17/2005 | 1999 Stock Plan | 669,564 | 0 |
| | | Amended and Restated 1999 Employee Stock Purchase Plan | 600,000 | 600,000 |
| 333-132283 | 3/8/2006 | August Technology Corporation 1997 Stock Incentive Plan | 1,994,931 | 1,309,005 |
| 333-149705 | 3/13/2008 | 1999 Stock Plan | 1,138,824 | 0 |
| | | Amended and Restated 1999 Employee Stock Purchase Plan | 900,000 | 900,000 |
| 333-163240 | 11/20/2009 | 2009 Employee Stock Purchase Plan | 300,000 | 138,855 |
| 333-172927 | 3/18/2011 | 2009 Employee Stock Purchase Plan | 300,000 | 300,000 |

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 these Post-Effective Amendments and has duly caused these Post-Effective Amendments to be signed on its behalf by the undersigned, thereunder duly authorized, in the City of Wilmington, Commonwealth of Massachusetts, on November 1, 2018.

RUDOLPH
TECHNOLOGIES, INC.

By: /s/ Michael P. Plisinski
Michael P. Plisinski
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, these Post-Effective Amendments have been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|--|---|------------------|
| /s/ Michael P. Plisinski Michael P. Plisinski | Chief Executive Officer and Director (Principal Executive Officer) | November 1, 2018 |
| /s/ Steven R. Roth Steven R. Roth | Senior Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer) | November 1, 2018 |
| /s/ Jeffrey A. Aukerman Jeffrey A. Aukerman | Director | November 1, 2018 |
| /s/ Leo Berlinghieri Leo Berlinghieri | Director | November 1, 2018 |
| /s/ Daniel H. Berry Daniel H. Berry | Director | November 1, 2018 |
| /s/ Vita A. Cassese Vita A. Cassese | Director | November 1, 2018 |
| /s/ Thomas G. Greig Thomas G. Greig | Director | November 1, 2018 |

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/s/ David B. Miller
David B. Miller

Director

November 1, 2018

/s/ John R. Whitten
John R. Whitten

Director

November 1, 2018