

SONOSITE INC  
Form S-8  
May 31, 2002

As filed with the Securities and Exchange Commission on May 31, 2002

Registration No. 333-

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**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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

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**SONOSITE, INC.**

(Exact name of Registrant as specified in its charter)

**Washington**  
(State or other jurisdiction of incorporation or organization)

**91-1405022**  
(I.R.S. Employer Identification No.)

**21919 30th Drive SE**  
**Bothell, Washington 98021-3904**  
(Address of principal executive offices, including zip code)

**SONOSITE, INC. 1998 STOCK OPTION PLAN**  
(Full title of the plan)

**KEVIN M. GOODWIN**  
**President and Chief Executive Officer**  
**SonoSite, Inc.**  
**21919 30th Drive SE**  
**Bothell, Washington 98021-3904**  
**(425) 951-1200**  
(Name, address and telephone number, including area code, of agent for service)

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Copy to:

**STEPHEN M. GRAHAM**  
**Orrick, Herrington & Sutcliffe LLP**  
**719 Second Avenue, Suite 900**  
**Seattle, Washington 98104**

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**CALCULATION OF REGISTRATION FEE**

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Title of Securities To Be Registered	Amount To Be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.01 par value per share, subject to unexercised options granted under the 1998 Plan	40,425 shares	\$18.51(2)	\$748,267	\$69
Common Stock, \$0.01 par value per share, authorized but not granted under the 1998 Plan	459,575 shares	\$15.93(3)	\$7,321,030	\$674
TOTAL	500,000 shares		\$8,069,297	\$743

- (1) This registration statement shall also cover any additional shares of common stock that may become issuable under the 1998 Plan being registered hereby as a result of any future stock split, stock dividend, recapitalization or similar adjustment effected without the receipt of consideration that results in an increase in the number of outstanding shares of the registrant's common stock.
- (2) Pursuant to Rule 457(h) under the Securities Act of 1933, the computation is based on the weighted average exercise price per share of \$18.51 as to outstanding but unexercised options to purchase an aggregate of 40,425 shares of common stock granted under the 1998 Plan.
- (3) Estimated in accordance with Rule 457(h) under the Securities Act of 1933 solely for the purpose of calculating the registration fee. The computation is based on the average of the high and low sales price of the common stock as reported on the Nasdaq National Market on May 30, 2002.

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**REGISTRATION OF ADDITIONAL SECURITIES**

This registration statement on Form S-8 is being filed by SonoSite, Inc. for the purpose of registering an additional 500,000 shares of common stock, par value \$0.01, to be issued pursuant to the SonoSite, Inc. 1998 Stock Option Plan, as amended and restated on February 13, 2002, or the 1998 Plan. The contents of SonoSite's registration statement on Form S-8 (No. 333-82739) relating to the 1998 Plan, filed on July 13, 1999, are incorporated by reference into this registration statement in accordance with General Instruction E to Form S-8.

**Item 8. EXHIBITS**

<b>Exhibit Number</b>	<b>Description</b>
5.1	Opinion of Orrick, Herrington & Sutcliffe LLP, counsel to the registrant, regarding the legality of the common stock being registered
10.1	SonoSite, Inc. 1998 Stock Option Plan, as amended and restated on February 13, 2002 (incorporated by reference to Exhibit 10.1 to the registrant's quarterly report on Form 10-Q for the period ended March 31, 2002, filed on May 13, 2002)
23.1	Consent of KPMG LLP, Independent Auditors
23.2	Consent of Orrick, Herrington & Sutcliffe LLP (contained in Exhibit 5.1)
24.1	Power of Attorney (contained on signature page)





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/s/ JEFFREY PFEFFER, Ph.D.

Director

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Jeffrey Pfeffer, Ph.D.

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Director

Jacques Souquet, Ph.D.

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/s/ RICHARD S. SCHNEIDER, Ph.D.

Director

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Richard S. Schneider, Ph.D.

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/s/ DENNIS A. SARTI, M.D.

Director

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Dennis A. Sarti, M.D.

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**INDEX TO EXHIBITS**

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