

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

Support.com, Inc.

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**FORM S-8
REGISTRATION STATEMENT***Under
THE SECURITIES ACT OF 1933***SUPPORTSOFT, INC.**

(Exact name of registrant as specified in its charter)

Delaware(State or other jurisdiction of
incorporation or organization)**575 Broadway****Redwood City, CA**

(Address of principal executive offices)

94-3282005(I.R.S. Employer
Identification No.)**94063**

(Zip Code)

SupportSoft, Inc. 2000 Omnibus Equity Incentive Plan

(Full title of the plans)

*Copy to:***Radha R. Basu****President, Chief Executive Officer and Chairman****SupportSoft, Inc.****575 Broadway****Redwood City, CA 94063****(650) 556-9440**(Name, address and telephone
number of agent for service)**Davina K. Kaile, Esq.****Pillsbury Winthrop LLP****2550 Hanover Street****Palo Alto, CA 94304****(650) 233-4500****CALCULATION OF REGISTRATION FEE**

Title of Securities To Be Registered(1)	Amount To Be Registered(2)	Proposed Maximum Offering Price Per Share(3)	Proposed Maximum Aggregate Offering Price(3)	Amount of Registration Fee
Common Stock, par value \$0.0001 per share: To be issued under the SupportSoft, Inc. 2000 Omnibus Equity Incentive Plan	1,668,568	\$ 2.30	\$ 3,837,706	\$ 353

(1) The securities to be registered include options and rights to acquire Common Stock.

(2) Calculated pursuant to General Instruction E to Form S-8. Pursuant to Rule 416, this registration statement also covers any additional securities that may be offered or issued in connection with any stock split, stock dividend, recapitalization or any other similar transaction effected without the receipt of consideration, which results in an increase in the number of the Registrant's outstanding shares of Common Stock.

- (3) Estimated pursuant to Rule 457(h) and 457(c) under the Securities Act of 1933 solely for the purposes of calculating the registration fee, based upon the average of the high and low sales prices of a share of the Registrant's Common Stock as reported on the Nasdaq National Market on July 10, 2002.

The Registration Statement shall become effective upon filing in accordance with Rule 462 under the Securities Act of 1933.

**INFORMATION REQUIRED PURSUANT
TO GENERAL INSTRUCTION E TO FORM S-8**

General Instruction E Information

This Registration Statement is being filed for the purpose of increasing the number of securities of the same class as other securities for which a Registration Statement of the Registrant on Form S-8 relating to the same employee benefit plan is effective.

Registrant's Form S-8 Registration Statement filed with the Securities and Exchange Commission on October 27, 2000 (File No. 333-48726) and July 26, 2001 (File No. 333-65964) are hereby incorporated by reference.

PART II

Incorporation of Documents by Reference.

The following documents filed by the Registrant with the Securities and Exchange Commission (the "Commission") are hereby incorporated by reference in this Registration Statement:

- (a) The Registrant's Annual Report on Form 10-K (File No. 0-30901) for the fiscal year ended December 31, 2001, filed with the Commission on March 29, 2002.
- (b) The Registrant's Quarterly Report on Form 10-Q (File No. 0-30901) for the quarter ended March 31, 2002, filed with the Commission on May 15, 2002.
- (c) The Registrant's Current Report on Form 8-K (File No. 0-30901), filed with the Commission on June 28, 2002.
- (d) The Registrant's Current Report on Form 8-K (File No. 0-30901), filed with the Commission on March 22, 2002.
- (e) The description of Registrant's Capital Stock contained in Registrant's registration statement on Form 8-A, filed June 27, 2000 (File No. 0-30901) pursuant to Section 12(g) of the Exchange Act, including any amendment or report filed for the purpose of updating such description.

In addition, all documents filed by Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act of 1934, as amended, on or after the date of this Registration Statement 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.

Any statement contained in this Registration Statement or in a document incorporated by reference in this Registration Statement shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in this

Registration Statement or in any subsequently filed document that is deemed to be incorporated by reference in this Registration Statement modifies or supersedes such statement.

Exhibits.

Exhibit No.	Description
5.1	Opinion of Pillsbury Winthrop LLP
23.1	Consent of Ernst & Young LLP, Independent Auditors
23.2	Consent of Pillsbury Winthrop LLP (included in Exhibit 5.1)
24.1	Power of Attorney (see page 4)

<u>Name</u>	<u>Title</u>	<u>Date</u>
/s/ BRIAN M. BEATTIE <hr/> Brian M. Beattie	Senior Vice President, Finance and Administration, Chief Financial Officer and Secretary (Principal Financial and Accounting Officer)	July 17, 2002
/s/ MANUEL F. DIAZ <hr/> Manuel F. Diaz	Director	July 17, 2002
/s/ BRUCE GOLDEN <hr/> Bruce Golden	Director	July 17, 2002
/s/ CLAUDE M. LEGLISE <hr/> Claude M. Leglise	Director	July 17, 2002
/s/ EDWARD S. RUSSELL <hr/> Edward S. Russell	Director	July 17, 2002
/s/ ROGER J. SIPPL <hr/> Roger J. Sippl	Director	July 17, 2002
/s/ DICK WILLIAMS <hr/> Dick Williams	Director	July 17, 2002

INDEX TO EXHIBITS

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[PILLSBURY WINTHROP LLP LETTERHEAD]

July 17, 2002

SupportSoft, Inc.
575 Broadway
Redwood City, CA 94063

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We are acting as counsel for SupportSoft, Inc., a Delaware corporation (the "Company"), in connection with the Registration Statement on Form S-8 relating to the registration under the Securities Act of 1933, as amended (the "Act"), of 1,668,568 shares of the Company's Common Stock, par value \$0.0001 per share (the "Shares"), issuable pursuant to the SupportSoft, Inc. 2000 Omnibus Equity Incentive Plan (the "Plan").

We have examined and are familiar with such corporate proceedings and other matters as we have deemed necessary for the opinions rendered herein. Based upon the foregoing, we are of the opinion that the Shares have been duly authorized and, when issued and sold in accordance with the Plan, will be legally issued, fully paid and nonassessable. This opinion is limited to matters governed by the General Corporation Law of the State of Delaware.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Very truly yours,

/s/ PILLSBURY WINTHROP LLP

CONSENT OF ERNST & YOUNG LLP, INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2000 Omnibus Equity Incentive Plan of SupportSoft, Inc. of our report dated January 17, 2002, with respect to the consolidated financial statements of SupportSoft, Inc., included in its Annual Report (Form 10-K) for the year ended December 31, 2001, filed with the Securities and Exchange Commission.

Palo Alto, California

July 15, 2002