

ESPEED INC

FORM S-8

(Securities Registration: Employee Benefit Plan)

Filed 9/25/2003

Address	135 E. 57TH STREET NEW YORK, New York 10022
Telephone	212-938-5000
CIK	0001094831
Industry	Consumer Financial Services
Sector	Financial
Fiscal Year	12/31



**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**



FORM S-8

**REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933**

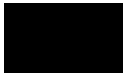


eSPEED, INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

13-4063515
(IRS Employer
Identification No.)



**135 East 57th Street
New York, New York 10022
(212) 938-5000**

(Address, including zip code, of Principal Executive Offices)



**eSPEED, INC.
1999 LONG-TERM INCENTIVE PLAN**

(Full Title of the Plan or Agreement)



Stephen M. Merkel
Executive Vice President,
General Counsel and Secretary
eSpeed, Inc.
135 East 57th Street
New York, New York 10022
(212) 938-5000

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



Copies to:
Christopher T. Jensen
Morgan, Lewis & Bockius LLP
101 Park Avenue
New York, New York 10178
(212) 309-6000
Fax: (212) 309-6001

CALCULATION OF REGISTRATION FEE

Title of Each Class 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 (3)
Class A common stock, \$.01 par value per share	19,800,000	\$25.555(2)	\$505,989,000	\$40,935

- (1) Pursuant to Rule 416(a), the number of shares being registered shall include an indeterminate number of additional shares of Class A common stock which may become issuable as a result of stock splits, stock dividends, or similar transactions in accordance with the anti-dilution provisions of the eSpeed, Inc. 1999 Long-Term Incentive Plan.
- (2) Calculated pursuant to Rules 457(c) and (h), based upon the average of the high and low sale prices reported on the NASDAQ National Market for September 22, 2003.
- (3) Calculated pursuant to Section 6(b) of the Securities Act of 1933 as follows: Proposed maximum aggregate offering price per share multiplied by .00008090.

INCORPORATION BY REFERENCE

The Registrant previously registered 10,200,000 shares of Class A common stock, \$.01 par value per share, with respect to the eSpeed, Inc. 1999 Long-Term Incentive Plan pursuant to a Registration Statement on Form S-8, filed with the Securities and Exchange Commission on April 7, 2000 (Reg. No. 333-34324). The contents of such Registration Statement are hereby incorporated by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended (the "Securities Act"), the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on September 25, 2003.

eSPEED, INC.

By: /s/ Howard W. Lutnick
Howard W. Lutnick

Chairman of the Board, Chief
Executive Officer and President

Pursuant to the requirement of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
/s/ Howard W. Lutnick [REDACTED] Howard W. Lutnick	Chairman of the Board, Chief Executive Officer and President (Principal Executive Officer)	September 25, 2003
/s/ Jeffrey M. Chertoff [REDACTED] Jeffrey M. Chertoff	Senior Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	September 25, 2003
/s/ Lee M. Amaitis [REDACTED] Lee M. Amaitis	Global Chief Operating Officer and Director	September 25, 2003
/s/ Stephen M. Merkel [REDACTED] Stephen M. Merkel	Executive Vice President, General Counsel, Secretary and Director	September 25, 2003
/s/ Joseph C. Noviello [REDACTED] Joseph C. Noviello	Executive Vice President, Chief Information Officer and Director	September 25, 2003
/s/ Larry R. Carter [REDACTED] Larry R. Carter	Director	September 25, 2003
/s/ John H. Dalton [REDACTED] John H. Dalton	Director	September 25, 2003
/s/ William J. Moran [REDACTED] William J. Moran	Director	September 25, 2003
/s/ Henry Morris [REDACTED] Henry Morris	Director	September 25, 2003
/s/ Albert M. Weis [REDACTED] Albert M. Weis	Director	September 25, 2003

EXHIBITS

<u>Exhibit</u>	<u>Description</u>
4.1	Amended and Restated Certificate of Incorporation of eSpeed, Inc. (incorporated by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form S-1 (Reg. No. 333-87475)).
4.2	Second Amended and Restated By-Laws of eSpeed, Inc. (incorporated by reference to Exhibit 3.2 to the Registrant's Quarterly Report for the quarter ended March 31, 2000 (Reg. No. 000-28191)).
5.1	Opinion of Morgan, Lewis & Bockius LLP.
23.1	Consent of Deloitte & Touche LLP.
23.2	Consent of Morgan, Lewis & Bockius LLP (included in Exhibit 5.1).

Exhibit 5.1

September 25, 2003

eSpeed, Inc.
135 East 57th Street
New York, New York 10022

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to eSpeed, Inc., a Delaware corporation (the "Company"), in connection with the preparation and filing with the Securities and Exchange Commission (the "Commission") of a Registration Statement on Form S-8, including the exhibits thereto (the "Registration Statement"), under the Securities Act of 1933, as amended (the "Act"), for the registration by the Company of 19,800,000 shares (the "Shares") of Class A common stock, par value \$.01 per share, which may be issued under the Company's 1999 Long-Term Incentive Plan (the "Plan").

In connection with this opinion, we have examined originals, or copies certified or otherwise identified to our satisfaction, of the Registration Statement, the Plan, the Amended and Restated Certificate of Incorporation of the Company, the Second Amended and Restated By-Laws of the Company, and such other documents, records and other instruments of the Company as in our judgment are necessary or appropriate for purposes of this opinion.

Based upon the foregoing, we are of the following opinion:

The Shares, when issued in accordance with the terms of the Plan, and for a consideration per Share of not less than the par value per Share, will be duly authorized, validly issued, fully paid and non-assessable.

We are expressing the opinions above as members of the Bar of the State of New York and express no opinion as to any law other than the General Corporation Law of the State of Delaware (the "DGCL"), the applicable provisions of the Delaware Constitution and the reported decisions interpreting the DGCL.

We consent to the use of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not admit that we are acting within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

Morgan, Lewis & Bockius LLP

Exhibit 23.1

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in this Registration Statement of the eSpeed, Inc. 1999 Long-Term Incentive Plan on Form S-8 of our report dated March 26, 2003 appearing in the Annual Report on Form 10-K of eSpeed, Inc. for the year ended December 31, 2002.

Deloitte & Touche LLP
New York, New York
September 25, 2003

End of Filing

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