

FIBERSTARS INC /CA/
 Form S-8
 November 27, 2006

As filed with the Securities and Exchange Commission on November 27, 2006

Registration No. 333-_____

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933

FIBERSTARS, INC.

(Exact name of registrant as specified in its charter)

Delaware
 (State or other jurisdiction of
 incorporation or organization)

94-3021850
 (I.R.S. Employer
 Identification No.)

32000 Aurora Road
 Solon, OH
 (Address of principal executive offices)

44139
 (Zip Code)

Fiberstars, Inc. 2004 Stock Incentive Plan
 Fiberstars, Inc. 1994 Employee Stock Purchase Plan
 (Full title of the plans)

John M. Davenport
 Chief Executive Officer
 Fiberstars, Inc.
 32000 Aurora Road
 Solon, OH 44139
 (330) 715-1300
 (Name, address and telephone
 number of agent for service)

Copy to:
 James S. Hogg, Esq.
 Cowden, Humphrey, Nagorney
 & Lovett, Co. LPA
 1414 Terminal Tower
 50 Public Square
 Cleveland, OH 44113
 (216) 241-2880

CALCULATION OF REGISTRATION FEE

Title of Securities To be Registered	Amount To Be Registered ⁽¹⁾	Proposed Maximum Offering Price Per Share ⁽²⁾	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
2004 Stock Incentive Plan ⁽³⁾				
Common Stock, \$0.0001 par value ⁽⁴⁾	500,000 \$	6.30 \$	3,147,500 \$	336.78

1994 Employee Stock Purchase Plan

Common Stock, \$0.0001 par value

(4)	50,000	\$	6.30	\$	314,750	\$	33.68
Total	550,000	\$	6.30	\$	3,462,250	\$	370.46

(1) 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 receipt of consideration, which results in an increase in the number of our outstanding shares of common stock. Calculated in accordance with General Instruction E to Form S-8.

(2) Estimated pursuant to Rules 457(h) and 457(c) under the Securities Act of 1933, as amended, or the Securities Act, solely for the purposes of calculating the registration fee, based on the average of the high and low sale prices of our common stock as reported on the Nasdaq Global Market on November 20, 2006.

(3) The securities to be registered include options and rights to acquire common stock.

(4) Associated with our common stock are Series A Participating Preferred Stock Purchase Rights that will not be exercisable or evidenced separately from our common stock prior to the occurrence of certain events.

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

This 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**

This registration statement is being filed for the purpose of increasing the number of securities of the same class as other securities for which registration statements on Form S-8 relating to the same employee benefit plans are effective.

Registrant's registration statements on Form S-8, filed with the Commission on October 27, 1994 (File No. 33-85664), December 18, 2000 (File No. 333-52042) and February 10, 2005 (File No. 333-122686) are hereby incorporated by reference.

Part II

Item 3. Incorporation of Documents by Reference

The following documents previously filed by Registrant with the Commission are hereby incorporated by reference in this registration statement:

- (1) Registrant's Annual Report on Form 10-K (File No. 0-24230) for the fiscal year ended December 31, 2005;
- (2) Registrant's Quarterly Reports on Form 10-Q (File No. 0-24230) for the quarters ended March 31, 2006, June 30, 2006 and September 30, 2006;
- (3) Registrant's Current Reports on Form 8-K dated January 6, 2006, April 3, 2006, April 7, 2006, May 17, 2006, June 2, 2006, July 7, 2006, July 11, 2006, August 15, 2006, September 28, 2006, November 13, 2006, November 14, 2006 and November 26, 2006; and
- (4) The description of the common stock, preferred stock and preferred stock purchase rights contained in Registrant's current Report on Form 8-K filed November 27, 2006 (File No. 0-24230).

In addition, all documents subsequently filed by Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, 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

**Exhibit
Number**

Exhibit

5.1 Opinion of Cowden, Humphrey, Nagorney & Lovett, Co. LPA.

23.1 Consent of Independent Registered Accounting Firm.

23.2 Consent of Cowden, Humphrey, Nagorney & Lovett, Co. LPA. (included in Exhibit 5.1).

99.1

Fiberstars, Inc. 2004 Incentive Stock Plan (as amended, as of November 24, 2006).

99.2 Fiberstars, Inc. 1994 Employee Stock Purchase Plan (as amended, as of November 24, 2006).

November 27,
2006

Jeffrey Brite

/s/ Ronald A. Casentini Director

November 27,
2006

Ronald A. Casentini

/s/ Michael A. Kasper Director

November 27,
2006

Michael A. Kasper

/s/ David N. Ruckert Director

November 27,
2006

David N. Ruckert

/s/ Philip Wolfson Director

November 27,
2006

Philip Wolfson

Director

November ,
2006

Paul von Paumgarten

INDEX TO EXHIBITS

**Exhibit
Number**

Exhibit

5.1 Opinion of Cowden, Humphrey, Nagorney & Lovett, Co. LPA.

23.1 Consent of Independent Registered Accounting Firm.

23.2 Consent of Cowden, Humphrey, Nagorney & Lovett, Co. LPA. (included in Exhibit 5.1).

99.1 Fiberstars, Inc. 2004 Incentive Stock Plan (as amended, as of November 24, 2006).

99.2 Fiberstars, Inc. 1994 Employee Stock Purchase Plan (as amended, as of November 24, 2006).