

LoopNet, Inc.
Form S-8
February 27, 2009

As filed with the Securities and Exchange Commission on February 27, 2009

Registration No. 333-_____

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

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

LOOPNET, INC.

(Exact name of Registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

77-0463987

(I.R.S. Employer
Identification No.)

185 Berry Street, Suite 4000
San Francisco, CA 94107
(Address of Principal Executive Offices)

2006 Equity Incentive Plan
(Full title of the plans)

Richard J. Boyle, Jr.
Chief Executive Officer, and Chairman of the Board of Directors
LoopNet, Inc.
185 Berry Street, Suite 4000
San Francisco, CA 94107
(Name and address of agent for service)
(415) 243-4200
(Telephone number, including area code, of agent for service)

Copy to:

Karen Dempsey, Esq.
Orrick, Herington and Sutcliffe, LLP
405 Howard Street
San Francisco, CA 94105

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 12b-2 of the Exchange Act. (Check one):

Large accelerated
filer

Accelerated filer

Non-accelerated filer
(Do not check if a smaller reporting
company)

Smaller reporting
company

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 |
|--|----------------------------------|---|--|----------------------------------|
| Common Stock, par value \$0.001, reserved for future issuance under the 2006 Equity Incentive Plan | 1,371,708 shares | \$ 5.97(2) | \$8,189,096.76(2) | \$ 321.83 |

(1) This registration statement shall also cover any additional shares of common stock which become issuable under any of the plans being registered pursuant to this registration statement by reason of any stock dividend, stock split, 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.

(2) Estimated in accordance with Rule 457(c) and (h) under the

Securities Act of 1933, as amended, solely for the purpose of calculating the registration fee on the basis of \$5.97 per share, which represents the average of the high and low prices of the Common Stock reported on the Nasdaq Global Select Market for February 25, 2009.

This Registration Statement on Form S-8 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 LoopNet, Inc. (the Registrant) on Form S-8 relating to the same employee benefit plan is effective. The Registrant's Registration Statements on Form S-8 filed with the Securities and Exchange Commission (the Commission) on June 6, 2006 (File No. 333-134765), January 29, 2007 (File No. 333-140288) and March 6, 2008 (File No. 333-149569) are hereby incorporated by reference.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents, which have been filed by the Registrant with the Commission are hereby incorporated by reference:

(a) The Registrant's latest Annual Report on Form 10-K for the fiscal year end December 31, 2008 (File No. 000-52026), filed with the Commission on February 27, 2009 pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act).

(b) All other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the Annual Report referred to in (a) above.

(c) The description of the Registrant's common stock contained in its Registration Statement on Form 8-A (File No. 000-52026), filed pursuant to Section 12(g) of the Exchange Act, including any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered hereby 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 part hereof from the date of filing such documents.

Item 8. Exhibits.

Exhibit

Number

- | | |
|-------|---|
| 5.1 | Opinion of Orrick, Herrington & Sutcliffe LLP |
| 10.3* | LoopNet, Inc. 2006 Equity Incentive Plan |
| 23.1 | Consent of Orrick, Herrington & Sutcliffe LLP (included in Exhibit 5.1) |
| 23.2 | Consent of Ernst & Young LLP, independent registered public accounting firm |
| 24.1 | Powers of Attorney (see page 3) |

* Incorporated by reference to the exhibit of the corresponding number filed with the Registrant's Registration Statement on Form S-1, as amended (File No. 333-132138)

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 San Francisco, State of California, on February 27, 2009.

LoopNet, Inc.

By: /s/ RICHARD J. BOYLE, JR.
 Richard J. Boyle, Jr.
 Chief Executive Officer, and
 Chairman of the Board of Directors

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Richard J. Boyle, Jr. and Brent Stumme, jointly and severally, his or her attorneys-in-fact and agents, each with the power of substitution and resubstitution, for him or her and in his or her name, place or stead, in any and all capacities, to sign any amendments to this Registration Statement on Form S-8, and to file such amendments, together with exhibits and other documents in connection therewith, with the Securities and Exchange Commission, granting to each attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully as he or she might or could do in person, and ratifying and confirming all that the attorneys-in-fact and agents, or his or her substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|---|---|-----------------------|
| /s/ RICHARD J. BOYLE, JR Richard J. Boyle, Jr. | Chief Executive Officer, and Chairman of the Board of Directors (Principal Executive Officer) | February 27, 2009 |
| /s/ BRENT STUMME Brent Stumme | Chief Financial Officer and Senior Vice President, Finance and Administration (Principal Financial and Accounting Officer) | February 27 , 2009 |
| /s/ NOEL J. FENTON Noel J. Fenton | Director | February 27, 2009 |
| /s/ THOMAS E. UNTERMAN Thomas E. Unterman | Director | February 27 , 2009 |
| /s/ DENNIS CHOOKASZIAN Dennis Chookaszian | Director | February 27 , 2009 |

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/s/ SCOTT INGRAHAM

Director

February 27 ,
2009

Scott Ingraham

/s/ WILLIAM BYRNES

Director

February 27 ,
2009

William Byrnes

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INDEX TO EXHIBITS

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