

LOGICVISION INC
 Form S-8
 May 15, 2006

As filed with the Securities and Exchange Commission on May 15, 2006.

Registration No. 333-_____

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form S-8

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

LOGICVISION, INC.

(Exact name of registrant as specified in its charter)

Delaware

94-3166964

(State or other jurisdiction of incorporation of organization)

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

LogicVision, Inc.
 25 Metro Drive, Third Floor
 San Jose, California

95110

(Address of Principal Executive Offices)

(Zip Code)

LOGICVISION, INC. 2000 STOCK INCENTIVE PLAN

(Full title of the plan)

JAMES T. HEALY
 President and
 Chief Executive Officer
 LogicVision, Inc.
 25 Metro Drive, Third Floor
 San Jose, California 95110
 (408) 453-0146

Copy to:
 STANTON D. WONG
 Pillsbury Winthrop Shaw Pittman LLP
 P.O. Box 7880
 San Francisco, California 94120
 (415) 983-1200

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

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 (2)	Amount of Registration Fee
Common Stock, \$0.0001 par value	650,000	\$ 1.90	\$ 1,235,000	\$ 133

(1) Calculated pursuant to General Instruction E to Form S-8.

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- (2) Pursuant to Rule 457(h)(1), the proposed maximum offering price per share and the registration fee has been computed on the basis of the average of the high and low prices of the Common Stock on the Nasdaq National Market on May 10, 2006.

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 Statements filed with the Securities and Exchange Commission on November 30, 2001 (File No. 333-74336), January 30, 2002 (File No. 333-81696), March 12, 2003 (File No. 333-103766), March 17, 2004 (File No. 333-113676) and April 29, 2005 (File No. 333-124499) are hereby incorporated by reference.

Part II

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. 0-31773) for the year ended December 31, 2005.
- (2) Registrant's Current Reports on Form 8-K (File No. 0-31773) filed with the Commission on February 10 and February 17, 2006.
- (3) The description of Registrant's Common Stock contained in Registrant's registration statement on Form 8-A, filed October 13, 2000 pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended (the Exchange Act), including any amendment or report filed for the purpose of updating such description.

In addition, all documents subsequently filed by Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act (excluding any portions thereof furnished under Item 2.02 or 7.01 of Form 8-K), 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.

EXHIBITS

<u>Exhibit Number</u>	<u>Exhibit</u>
5.1	Opinion of Pillsbury Winthrop Shaw Pittman LLP.
23.1	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.
23.2	Consent of Pillsbury Winthrop Shaw Pittman LLP (included in Exhibit 5.1).
24.1	Power of Attorney (see page 2).

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 Jose, State of California, on May 15, 2006.

LOGICVISION, INC.

By /s/ JAMES T. HEALY

James T. Healy
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints James T. Healy and Bruce M. Jaffe, and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments, including post-effective amendments, to this Registration Statement, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission granting unto said attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or his substitute or substitutes, may lawfully 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 date indicated:

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ JAMES T. HEALY</u> James T. Healy	President and Chief Executive Officer (Principal Executive Officer) and Director	May 15, 2006
<u>/s/ BRUCE M. JAFFE</u> Bruce M. Jaffe	Vice President of Finance and Chief Financial Officer (Principal Financial and Accounting Officer)	May 15, 2006
<u>/s/ GREGG ADKIN</u> Gregg Adkin	Director	May 15, 2006
<u>/s/ RANDALL A. HUGHES</u> Randall A. Hughes	Director	May 15, 2006
<u>/s/ MATTHEW RAGGETT</u> Matthew Raggett	Director	May 15, 2006
<u>/s/ RICHARD C. YONKER</u> Richard C. Yonker	Director	May 15, 2006

INDEX TO EXHIBITS

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