

COMPUTER TASK GROUP INC

Form S-8

August 10, 2012

As filed with the Securities and Exchange Commission on August 10, 2012

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8**  
**REGISTRATION STATEMENT**

*UNDER*

*THE SECURITIES ACT OF 1933*

**COMPUTER TASK GROUP, INCORPORATED**

(Exact name of registrant as specified in its charter)

New York  
(State or other jurisdiction of  
incorporation or organization)

800 Delaware Avenue, Buffalo, New York 14209

16-0912632  
(I.R.S. Employer  
Identification No.)

(Address of Principal Executive Offices, Including Zip Code)

## Computer Task Group, Incorporated

### First Employee Stock Purchase Plan

(Full Title of the Plan)

*Copy to:*

**Peter P. Radetich, Esq.**  
**Computer Task Group, Incorporated**  
**800 Delaware Avenue**  
**Buffalo, New York 14209**  
**(716) 882-8000**

**John J. Zak, Esq.**  
**Hodgson Russ LLP**  
**The Guaranty Building**  
**140 Pearl Street, Suite 100**  
**Buffalo, New York 14202**  
**(716) 856-4000**

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

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 Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee
Common Stock, par value \$.01	250,000	\$15.945	\$3,986,250	\$456.824

(1) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) and based upon the average of the reported high and low prices for the shares on NASDAQ composite reporting system on August 7, 2012.

**EXPLANATORY NOTE**

Reference is made to Registrant's Registration Statement No. 333-66766 on Form S-8 (the **Preceding Registration**), the contents of which are incorporated in this registration by reference. This registration relates to additional securities of the same class for the same employee benefit plan covered by the Preceding Registration. Pursuant to General Instruction E of Form S-8, in addition to incorporating the contents of the Preceding Registration, this registration includes required opinions and consents, the signature page, and any information not in the Preceding Registration.

**Part II**

**Information Required in the Registration Statement**

**ITEM 5. Interests of Named Experts and Counsel**

Certain legal matters with respect to the Common Stock being offered hereby have been passed upon by Peter P. Radetich, Senior Vice President, Secretary and General Counsel to the Registrant. As of August 10, 2012, Mr. Radetich beneficially owned Common Stock of the Registrant in an amount equal to less than one percent of the issued and outstanding shares.

**ITEM 8. Exhibits**

4. Computer Task Group, Incorporated First Employee Stock Purchase Plan (Ninth Amendment and Restatement) - incorporated by reference to Exhibit A to the Registrant's definitive proxy statement, dated April 4, 2012, for its annual meeting of shareholders held on May 9, 2012, as filed with the SEC on April 4, 2012 (File No. 1-9410).
5. Opinion of Peter P. Radetich, Senior Vice President, Secretary and General Counsel for Registrant as to the legality of securities being registered filed herewith.
23. (a) Consent of Peter P. Radetich, Senior Vice President, Secretary and General Counsel contained in Exhibit 5, filed herewith.  
(b) Consent of KPMG LLP filed herewith.
24. Power of Attorney Included in the signature page for this Registration Statement.

**SIGNATURES**

**The Registrant.** 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 Buffalo, State of New York, on August 10, 2012.

COMPUTER TASK GROUP, INCORPORATED

BY: /s/ James R. Boldt  
 James R. Boldt  
 Chairman and Chief Executive Officer

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
(a) Principal Executive Officer		
/s/ James R. Boldt James R. Boldt	Chairman, Chief Executive Officer and Director	August 10, 2012
(b) Principal Financial and Accounting Officer		
/s/ Brendan M. Harrington Brendan M. Harrington	Senior Vice President and Chief Financial Officer	August 10, 2012
(c) Directors		
/s/ James R. Boldt James R. Boldt		August 10, 2012
/s/ Thomas E. Baker Thomas E. Baker		August 10, 2012
/s/ Randall L. Clark Randall L. Clark		August 10, 2012
/s/ William D. McGuire William D. McGuire		August 10, 2012
/s/ John M. Palms John M. Palms		August 10, 2012
/s/ Daniel J. Sullivan Daniel J. Sullivan		August 10, 2012

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>	<b>Reference</b>
4.	Computer Task Group, Incorporated First Employee Stock Purchase Plan (Ninth Amendment and Restatement)	(1)
5	Opinion of Peter P. Radetich, Senior Vice President, Secretary and General Counsel to Registrant as to legality of securities being registered	
23 (a)	Consent of Peter P. Radetich, Senior Vice President, Secretary and General Counsel (included in Exhibit No. 5)	
23 (b)	Consent of KPMG LLP	
24	Power of Attorney (included on signature page of this registration statement)	

(1) Incorporated by reference to Exhibit A to the Registrant's definitive Proxy Statement dated April 4, 2012 in connection with the Registrant's annual meeting of shareholders held on May 9, 2012, as filed with the SEC on April 4, 2012 (File No. 1-9410).