

WINMARK CORP
Form S-8
November 15, 2004

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
Under
The Securities Act of 1933

WINMARK CORPORATION

(Exact Name of Registrant as Specified in its Charter)

Minnesota
(State or Other Jurisdiction of Incorporation or Organization)

41-1622691
(I.R.S. Employer Identification Number)

4200 Dahlberg Drive, Suite 100
Minneapolis, MN 55422-4837
(Address of principal executive offices) (Zip Code)

Stock Option Plan for Nonemployee Directors
(Full Title of the Plan)

Mark T. Hooley, Esq.
4200 Dahlberg Drive, Suite 100
Minneapolis, Minnesota 55422-4837
(763) 520-8500
(Name, Address and Telephone Number, Including Area Code, of Agent for Service)

Copies to:
Daniel A. Yarano, Esq.
Fredrikson & Byron, P.A.
200 South Sixth Street, Suite 4000
Minneapolis, Minnesota 55402-1425

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
Options to Purchase Common Stock under the Stock Option Plan for Nonemployee Directors	Indefinite	\$ 0.00	\$ 0.00	\$ 0.00
Common Stock issuable upon exercise of options granted under the Stock Option Plan for Nonemployee Directors Plan	100,000 shares	\$ 26.385	\$ 2,638,500	\$ 334.30
TOTAL:				\$ 334.30

(1) In addition, pursuant to Rule 416 under the Securities Act of 1933, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan described herein and any additional securities which may become issuable pursuant to anti-dilution provisions of the plan.

(2) Estimated pursuant to Rule 457(h) solely for the purpose of calculating the registration fee and based upon the average of the high and low prices of the Registrant's Common Stock on November 4, 2004.

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Signature	Title	Date
/s/ John L. Morgan John L. Morgan	Chairman of the Board and Chief Executive Officer(principal executive officer)	November 9, 2004
/s/ Stephen M. Briggs Stephen M. Briggs	President, Chief Operating Officer and Director	November 9, 2004
/s/ Brett D. Heffes Brett D. Heffes	Chief Financial Officer and Treasurer (principal financial officer)	November 9, 2004
/s/ Kirk A. MacKenzie Kirk A. MacKenzie	Vice Chairman and Director	November 9, 2004
/s/ William D. Dunlap, Jr. William D. Dunlap, Jr.	Director	November 9, 2004
/s/ Jenele C. Grassle Jenele C. Grassle	Director	November 9, 2004
/s/ Paul C. Reyelts Paul C. Reyelts	Director	November 9, 2004
/s/ Mark L. Wilson Mark L. Wilson	Director	November 9, 2004

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Form S-8 Registration Statement

EXHIBIT INDEX

Exhibit Number	Exhibit Description
5	Opinion and Consent of counsel re securities under the Plan
23.1	Consent of counsel (See Exhibit 5)
23.2	Consent of independent accountants
24	Power of attorney (See Signature Page)