

CENTRAL EUROPEAN MEDIA ENTERPRISES LTD

Form S-8

September 21, 2012

As filed with the Securities and Exchange Commission on September 21, 2012

Registration No. 333-

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

FORM S-8

REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933

CENTRAL EUROPEAN MEDIA ENTERPRISES LTD.  
(Exact name of registrant as specified in its charter)

Bermuda  
(State or other jurisdiction of  
incorporation or organization)

98-0438382  
(I.R.S. Employer Identification No.)

O'Hara House  
3 Bermudiana Road  
Hamilton HM 08  
(441) 296-1431

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

DANIEL PENN, ESQ.  
c/o CME Media Services Limited  
Krizeneckeho nam. 1078/5  
152 00 Prague 5  
Czech Republic  
+420 242 465 589  
+420 242 464 483 (Facsimile)

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

Copies to:  
ROBERT L. KOHL, ESQ.  
Katten Muchin Rosenman LLP  
575 Madison Avenue  
New York, New York 10022  
(212) 940-6380  
(212) 940-6557 (Facsimile)

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.

Large accelerated filer  Accelerated filer  Non-accelerated filer  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	Amount of registration fee
Common Stock (1)	1,500,000	\$7.73(2)	\$11,595,000	\$1,329

(1) All such shares are issuable pursuant to options available for grant under the Registrant's Amended and Restated Stock Incentive Plan.

(2) Calculated pursuant to Rules 457(c) and 457(h)(1) using the average of the high and low prices of the Common Stock as quoted on the NASDAQ Stock Market on September 19, 2012.

As permitted by Securities Act Rule 429(a), the prospectus included herein also relates to Registration Statements Nos. 333-110959, 333-130405 and 333-160444.

REGISTRATION OF ADDITIONAL SECURITIES

Pursuant to General Instruction E to Form S-8, Central European Media Enterprises Ltd. (the “Company”) hereby incorporates by reference into this Registration Statement the contents of the Form S-8 Registration Statement filed by the Company on December 16, 2005 (File No. 333-130405) which registered 876,000 shares of the Company’s Class A common stock, par value \$.08 per share (the “Common Stock”) reserved for issuance under the Company’s 2005 Amended and Restated Stock Incentive Plan (as amended, the “Plan”), as well as the contents of Registration Statement File No. 333-110959 filed with the SEC on December 5, 2003 and the contents of Registration Statement File No. 333-160444 filed with the SEC on July 6, 2009, except to the extent otherwise updated or modified by this Registration Statement. The additional 1,500,000 shares of Common Stock that are the subject of this Registration Statement relate to the amendment and restatement of the Plan to increase the number of shares that are authorized for issuance thereunder. The amended and restated Plan was approved by the Company’s shareholders at the Company’s annual general meeting held on June 13, 2012.

Item 8.Exhibits.

Exhibit No.	Description
4.1	Central European Media Enterprises Ltd. Amended and Restated Stock Incentive Plan, as amended on June 13, 2012 (incorporated herein by reference to Exhibit C to the Registrant’s Definitive Schedule 14A filed with the Commission on May 21, 2012).
5.1	Opinion of Conyers Dill & Pearman.
23.1	Consent of Deloitte LLP.
23.4	Consent of Conyers Dill & Pearman (included in Exhibit 5.1).

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 London, England, on this 21st day of September, 2012.

CENTRAL EUROPEAN MEDIA ENTERPRISES LTD.  
(Registrant)

By: */s/ Adrian Sarbu*  
Adrian Sarbu  
President and Chief Executive Officer

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## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Adrian Sarbu and David Sach, and each of them, his true and lawful attorney-in-fact and agent, each acting alone, with full power of substitution and resubstitution, for him and in his name, place, and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments and any subsequent Registration Statement filed pursuant to Rule 462(b) under the Securities Act) to this Registration Statement, and to file the same, with all the exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, each acting alone, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises 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, each acting alone, 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, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE	TITLE	DATE
/s/ Ronald Lauder Ronald S. Lauder	Chairman of the Board of Directors	September 21, 2012
/s/ Herbert Granath Herbert A. Granath	Vice Chairman of the Board of Directors	September 21, 2012
/s/ Adrian Sarbu Adrian Sarbu	President and Chief Executive Officer (Principal Executive Officer)	September 21, 2012
/s/ Paul Cappuccio Paul Cappuccio	Director	September 21, 2012
/s/ Michael Del Nin Michael Del Nin	Director	September 21, 2012
/s/ Charles Frank Charles R. Frank, Jr.	Director	September 21, 2012
/s/ Alfred Langer Alfred W. Langer	Director	September 21, 2012
/s/ Fred Langhammer Fred Langhammer	Director	September 21, 2012
/s/ Bruce Maggin Bruce Maggin	Director	September 21, 2012
/s/ David Sach David Sach	Chief Financial Officer (Principal Financial Officer)	September 21, 2012

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/s/ Parm Sandu Parm Sandhu	Director	September 21, 2012
/s/ Duco Sickinghe Duco Sickinghe	Director	September 21, 2012
/s/ David Sturgeon David Sturgeon	Deputy Chief Financial Officer (Principal Accounting Officer)	September 21, 2012
/s/ Kelli Turner Kelli Turner	Director	September 21, 2012
/s/ Eric Zinterhofer Eric Zinterhofer	Director	September 21, 2012

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