

COMPUTER TASK GROUP INC

Form S-8

June 24, 2002

As filed with the Securities and Exchange Commission on June 24, Registration No. _____
2002

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

16-0912632

(State or other jurisdiction of
incorporation or organization)

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

800 Delaware Avenue, Buffalo, New York 14209

(Address of Principal Executive Offices, Including Zip Code)

Computer Task Group, Incorporated 2000 Equity Award Plan

(Full Title of the Plan)

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

Copy to:
Ward B. Hinkle, Esq.
Hodgson Russ LLP
One M&T Plaza-Suite 2000
Buffalo, New York 14203
(716) 856-4000

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

Calculation of Registration Fee

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum	Proposed Maximum	Amount of Registration
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		Offering Price Per Share	Aggregate Offering Price(1)	Fee
Common Stock, par value \$.01	1,000,000	\$4.53	\$4,530,000	\$416.76

- (1) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) and based upon the average of the high and low prices for the shares on the New York Stock Exchange composite reporting system on June 17, 2002. The amount being registered is the aggregate of additional shares that are issuable as a result of the 2002 amendment to the Computer Task Group, Incorporated 2000 Equity Award Plan.

NOTICE

Reference is made to the Registrant's Registration Statement No. 333-39936 on Form S-8 (the "Original Registration"), the contents of which are incorporated herein by reference. This registration relates to additional securities of the same class for the same employee benefit plan as covered by the Original Registration. Pursuant to General Instruction E of Form S-8, in addition to incorporating the contents of the Original Registration this registration includes required opinions and consents, the signature page, and any information required that is not in the Original 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, Secretary and General Counsel to the Registrant. As of June 17, 2002 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 2000 Equity Award Plan, as amended -- incorporated by reference to Exhibit A to the Registrant's definitive proxy statement, dated March 22, 2002, for its annual meeting of shareholders held on May 1, 2002, as filed with the SEC.
5. Opinion of Peter P. Radetich, Vice President, Secretary and General Counsel of the Registrant as to legality of securities being registered -- filed herewith.
23. (a) Consent of Peter P. Radetich, Vice President, Secretary and General Counsel - contained in exhibit 5, filed herewith.
(b) Consent of Deloitte & Touche LLP -- filed herewith.
24. Power of Attorney -- included in the signature page filed as part of this registration.

SIGNATURES

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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 June 20, 2002.

COMPUTER TASK GROUP, INCORPORATED

By: /s/ James R. Boldt

James R. Boldt

Chairman, President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that each individual whose signature appears below constitutes and appoints GREGORY M. DEARLOVE and PETER P. RADETICH, and each of them severally, his or her true and lawful attorneys-in-fact and agents with full power of substitution, for him or her and in his or her 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 all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto such attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that such attorneys-in-fact and agents or each of them or their or his or her substitutes may lawfully do or cause to be done by virtue thereof.

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.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
(a) Principal Executive Officer <u>/s/ James R. Boldt</u> James R. Boldt	Chairman, Chief Executive Officer and Director	June 20, 2002
(b) Principal Financial and Accounting Officer <u>/s/ Gregory M. Dearlove</u> Gregory M. Dearlove	Vice President and Chief Financial Officer	June 20, 2002
(c) Directors	Date	
<u>/s/ James R. Boldt</u> James R. Boldt	June 20, 2002	
<u>/s/ George B. Beitzel</u>	June 20, 2002	

George B. Beitzel

/s/ Randall L. Clark

June 20, 2002

Randall L. Clark

/s/ R. Keith Elliott

June 20, 2002

R. Keith Elliott

June ____, 2002

Randolph A. Marks

/s/ John M. Palms

June 20, 2002

John M. Palms

/s/ Daniel J. Sullivan

June 20, 2002

Daniel J. Sullivan

EXHIBIT INDEX

<u>Exhibit</u>	<u>Description</u>	<u>Page or</u>
<u>No.</u>	<u>Description</u>	<u>Reference</u>
4	Copy of Computer Task Group, Incorporated 2000 Equity Award Plan	(1)
5	Opinion of Peter P. Radetich, Secretary and General Counsel to Registrant as to legality of securities being registered	Page 6
23 (a)	Consent of Peter P. Radetich, Secretary and General Counsel (included in Exhibit No. 5)	Page 6
23 (b)	Consent of Deloitte & Touche LLP	Page 7
24	Power of Attorney (included in signature page on page 3 of this registration statement)	

- (1) Filed as Appendix A to the Registrant's definitive Proxy Statement dated March 22, 2002 in connection with the Registrant's annual meeting of shareholders held on May 1, 2002 and incorporated herein by reference.