

PIONEER STANDARD ELECTRONICS INC

Form S-8

June 19, 2003

As filed with the Securities and Exchange Commission on June 19, 2003

Registration No. 333-64164

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

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

PIONEER-STANDARD ELECTRONICS, INC.

(Exact Name of Registrant as Specified in Its Charter)

Ohio
(State or Other Jurisdiction of
Incorporation or Organization)

34-0907152
(I.R.S. Employer Identification No.)

6065 Parkland Boulevard
Mayfield Heights, Ohio 44124
(Address of Principal Executive Offices, Including Zip Code)

**PIONEER-STANDARD ELECTRONICS, INC.
2000 STOCK OPTION PLAN FOR OUTSIDE DIRECTORS**

(Full Title of the Plan)

Copy to:

Kathryn K. Vanderwist, Esq.
General Counsel and Assistant Secretary
Pioneer-Standard Electronics, Inc.
6065 Parkland Boulevard
Mayfield Heights, Ohio 44124
(440) 720-8500 Lawrence N. Schultz, Esq.
Calfee, Halter & Griswold LLP
1400 McDonald Investment Center
800 Superior Avenue
Cleveland, Ohio 44114
(216) 622-8200 (Name, Address and Telephone
Number,
Including Area Code, of Agent For Service)

CALCULATION OF REGISTRATION FEE

Title Of	Amount	Proposed Maximum Offering Price	Proposed Maximum Aggregate Offering	Amount Of Registration
Securities To Be	To Be	Per		

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Registered	Registered (1)	Share (2)	Price (2)	Fee
Common Shares, without par value (3)	105,000	\$ 7.65	\$ 803,250	\$ 64.98

(1) This Registration Statement also relates to an indeterminate number of additional Common Shares issuable as a result of the anti-dilution provisions of the Plan.

(2) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(h) and 457(c) under the Securities Act of 1933 and based upon the average of the high and low prices reported on the Nasdaq National Market on June 16, 2003.(3) This Registration Statement also relates to the rights to purchase Common Shares of the Registrant which are attached to all Common Shares issued, pursuant to the terms of the Rights Agreement, dated as of April 27, 1999, by and between the Registrant and National City Bank. Until the occurrence of certain prescribed events, the rights are not

exercisable,
are evidenced
by the
certificates
for the
Common
Shares and
will be
transferred
with and only
with such
Common
Shares.
Because no
separate
consideration
is paid for the
rights, the
registration
fee therefore
is included in
the fee for the
Common
Shares.

This Registration Statement is being filed for the purpose of registering additional securities of the same class as other securities for which a registration statement on Form S-8 has already been filed. Accordingly, pursuant to General Instruction E to Form S-8, the contents of the Company's Registration Statement on Form S-8 (Commission File No. 333-64164) registering 105,000 Common Shares for issuance under the 2000 Stock Option Plan for Outside Directors, are hereby incorporated by reference.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

There are hereby incorporated by reference in this Registration Statement the following documents and information previously filed with the Securities and Exchange Commission (the Commission):

1. The Registrant's Annual Report on Form 10-K for the fiscal year ended March 31, 2003; and
2. The description of the Registrant's Common Shares contained in the Registrant's Registration Statement on Form 8-A (File No. 0-5734).

All reports and definitive proxy or information statements filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934 after the date of this Registration Statement, and prior to the filing of a post-effective amendment which indicates that all securities offered hereby 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.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

See the Exhibit Index at Page E-1 of 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 Mayfield Heights, state of Ohio, on this 19th day of June, 2003.

PIONEER-STANDARD ELECTRONICS, INC.

/s/ Arthur Rhein
Arthur Rhein
Chairman, President, Chief Executive
Officer and Director

Pursuant to the requirements of the Securities Exchange Act of 1933, this Report has been signed below by the following persons on behalf of the Registrant and in the capacities as of June 19, 2003.

<u>Signature</u>	<u>Title</u>
<u>/s/ Arthur Rhein</u> Arthur Rhein	Chairman, President, Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ Steven M. Billick</u> Steven M. Billick	Executive Vice President, Treasurer and Chief Financial Officer (Principal Financial and Accounting Officer)
<u>/s/ James L. Bayman</u> James L. Bayman	Director
<u>/s/ Charles F. Christ</u> Charles F. Christ	Director
<u>/s/ Thomas A. Commes</u> Thomas A. Commes	Director
<u>/s/ Howard V. Knicely</u> Howard V. Knicely	Director
<u>/s/ Keith M. Kolerus</u> Keith M. Kolerus	Director
<u>/s/ Robert A. Lauer</u> Robert A. Lauer	Director
<u>/s/ Robert G. McCreary, III</u> Robert G. McCreary, III	Director
<u>/s/ Thomas C. Sullivan</u> Thomas C. Sullivan	Director

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
4.1	Amended Articles of Incorporation of the Company, which are incorporated by reference to Exhibit 2 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 1997, as amended on March 18, 1998 (File No. 0-5734).
4.2	Amended Code of Regulations, as amended, of the Company, which is incorporated by reference to Exhibit 3(b) to the Company's Annual Report on Form 10-K for the year ended March 31, 1997 (File No. 0-5734).
4.3	Rights Agreement, dated as of April 27, 1999, by and between the Company and National City Bank, which is incorporated herein by reference to Exhibit 1 to the Company's Registration Statement on Form 8-A (File No. 0-5734).
4.4	Amendment No. 1 to 2000 Stock Option Plan for Outside Directors.*
5.1	Opinion of Calfee, Halter & Griswold LLP regarding the validity of the securities being registered.*
23.1	Consent of Ernst & Young

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LLP.* 23.2
Consent of
Calfree, Halter
& Griswold
LLP (contained
in Exhibit 5.1).

Filed herewith

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