

WINMARK CORP  
Form S-8  
July 24, 2014

As filed with the Securities and Exchange Commission on July 24, 2014.

Registration No. 333-

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

WASHINGTON, D.C. 20549

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**FORM S-8**

**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

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**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 No.)

**605 Highway 169 North, Suite 400**

**Minneapolis, Minnesota 55441**

(Address of principal executive offices and zip code)

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**Winmark Corporation Amended and Restated Stock Option Plan for Nonemployee Directors**

(Full title of the Plan)

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**Anthony D. Ishaug**  
**Chief Financial Officer**  
**Winmark Corporation**  
**605 Highway 169 North, Suite 400**  
**Minneapolis, Minnesota 55441**  
**763-520-8500**

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

**Copy to:**  
**Jonathan B. Levy**  
 Lindquist & Vennum, LLP  
 4200 IDS Center  
 80 South 8th Street  
 Minneapolis, Minnesota 55402  
 612-371-3211

\*\*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  Smaller reporting company

(Do not check if a smaller reporting company)

**CALCULATION OF REGISTRATION FEE**

<b>Title of Each Class of Securities to be Registered</b>	<b>Amount to be Registered (1)</b>	<b>Proposed Maximum Offering Price Per Share (3)</b>	<b>Proposed Maximum Aggregate Offering Price (3)</b>	<b>Amount of Registration Fee</b>
Common Stock, no par value	50,000(2)	\$ 67.49	\$ 3,374,500	\$ 434.64

(1) Pursuant to Rule 416 of the Securities Act of 1933, as amended (the Securities Act), this Registration Statement of Form S-8 shall also cover such additional and indeterminate number of shares of the Registrant's common stock that may be issued by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of the Registrant's outstanding shares of common stock.

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(2) This Registration Statement registers 50,000 additional shares of common stock issuable under the Winmark Corporation Amended and Restated Stock Option Plan for Nonemployee Directors.

(3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h)(1) under the Securities Act of 1933, as amended (the Securities Act ), and based upon the average of the high and low prices per share of the Company s Common Stock on The NASDAQ Global Market on July 21, 2014.

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**STATEMENT PURSUANT TO GENERAL INSTRUCTION E**

**REGISTRATION OF ADDITIONAL SECURITIES**

This Registration Statement on Form S-8 is filed by Winmark Corporation, a Minnesota corporation, ( Winmark or the Company ) to register an additional 50,000 shares of its common stock for issuance upon exercise of options granted under the Winmark Corporation Amended and Restated Stock Option Plan for Nonemployee Directors.

Pursuant to General Instruction E of Form S-8 and Rule 429 of the Securities Act, the contents of the Company s prior registration statements on Form S-8, File No. 333-143281 are incorporated herein by reference.

**PART II**

**Item 8. Exhibits.**

**Exhibit**

- 4.1 Winmark Corporation Amended and Restated Stock Option Plan for Nonemployee Directors (incorporated by reference to Exhibit 10.3 to the Quarterly Report on Form 10-Q for the fiscal quarter ended June 29, 2009)
- 4.2 Winmark Corporation First Amendment to the Amended and Restated Stock Option Plan for Nonemployee Directors (incorporated by reference to Exhibit 10.2 to the Quarterly Report on Form 10-Q for the fiscal quarter ended June 28, 2014)
- 5.1 Opinion of Lindquist & Vennum LLP
- 23.1 Consent of Lindquist & Vennum LLP (included in Exhibit 5.1)
- 23.2 Consent of Grant Thornton LLP, the Company s Independent Registered Public Accounting Firm
- 24.1 Power of Attorney (included on signature page)

**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 Minneapolis, State of Minnesota, on July 24, 2014.

**WINMARK CORPORATION**

/s/ JOHN L. MORGAN  
John L. Morgan  
Chairman and Chief Executive Officer

**POWER OF ATTORNEY**

The undersigned officers and directors of Winmark Corporation hereby constitute and appoint John L. Morgan and Anthony D. Ishaug, each acting alone, with power to act as our true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for us and in our stead, in any and all capacities to sign any and all amendments (including post-effective amendments) to this Registration Statement and all documents relating thereto, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto each attorney-in-fact and agent, full power and authority to do and perform each and every act and thing necessary or advisable to be done 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 each attorney-in-fact and agent, or his or her 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 below by the following persons in the capacities indicated on July 24, 2014.

<b>SIGNATURE</b>	<b>TITLE</b>
/s/ JOHN L. MORGAN John L. Morgan	Chairman of the Board and Chief Executive Officer (principal executive officer)
/s/ ANTHONY D. ISHAUG Anthony D. Ishaug	Chief Financial Officer and Treasurer (principal financial and accounting officer)
/s/ LAWRENCE A. BARBETTA Lawrence A. Barbetta	Director
/s/ JENELE C. GRASSLE Jenele C. Grassle	Director
/s/ KIRK A. MACKENZIE Kirk A. MacKenzie	Director
/s/ PAUL C. REYELTS Paul C. Reyelts	Director

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/s/ MARK L. WILSON  
Mark L. Wilson

Director

/s/ STEVEN C. ZOLA  
Steven C. Zola

Director