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## 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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## Communications Systems, Inc.

(Exact name of registrant as specified in its charter)

**Minnesota**  
(State or other jurisdiction of  
incorporation or organization)

**41-0957999**  
(I.R.S. Employer  
Identification No.)

**213 South Main Street  
Hector, Minnesota 55342**  
(Address of Principal Executive Offices and zip code)

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### 1990 STOCK OPTION PLAN FOR NON-EMPLOYEE DIRECTORS

(Full title of the Plan)

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**Paul N. Hanson**  
**Chief Financial Officer**  
**Communications Systems, Inc.**  
**213 South Main Street**  
**Hector, Minnesota 55342**  
**(320) 848-6231**  
(Name, address, including zip code and  
telephone number of agent for service)

Copy to:  
**Richard A. Primuth, Esq.**  
**Rebecca B. Sandberg, Esq.**  
Lindquist & Vennum P.L.L.P.  
4200 IDS Center  
80 South Eighth Street  
Minneapolis, MN 55402  
(612) 371-3211

#### CALCULATION OF REGISTRATION FEE

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Title of Each Class of Securities to be Registered	Proposed Maximum Amount to be Registered	Proposed Maximum Offering Price Per Share(1)	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee
Common Stock, \$.05 par value per share	100,000 shares(2)	\$6.62(1)	\$662,000	\$60.90

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- (1) Estimated solely for the purpose of determining the registration fee pursuant to Rule 457(c) and (h) and based upon the closing price of the Company's Common Stock as reported on NASDAQ on August 15, 2002.
- (2) 200,000 shares (as adjusted for a stock split in 1993) were registered on Form S-8 (File No. 33-39864) on April 11, 1991. 100,000 shares are being registered herewith.
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#### INCORPORATION OF CONTENTS OF REGISTRATION STATEMENT BY REFERENCE

A Registration Statement on Form S-8 (File No. 33-39864) was filed with the Securities and Exchange Commission on April 11, 1991 covering the registration of 200,000 shares (as adjusted for a stock split in 1993) initially authorized for issuance under the Company's 1990 Stock Option Plan for Non-Employee Directors (the "Plan"). Pursuant to General Instruction E of Form S-8 and Rule 429, this Registration Statement is being filed to register an additional 100,000 shares authorized under the Plan. An amendment to the Plan to increase the reserved and authorized number of shares under the Plan by 100,000 was authorized by the Company's Board of Directors on March 5, 2001 and such amendment was approved by the Company's shareholders on May 17, 2001. This Registration Statement should also be considered a post-effective amendment to prior Registration Statements. The contents of the prior Registration Statements are incorporated herein by reference.

#### PART I

Pursuant to the Note to Part I of Form S-8, the information required by Items 1 and 2 of Form S-8 is not filed as a part of this Registration Statement.

## PART II

### Item 3. Incorporation of Documents by Reference.

The following documents filed with the Securities and Exchange Commission are hereby incorporated by reference herein:

- (a) The Annual Report of the Company on Form 10-K for the year ended December 31, 2001.
- (b) The Company's Definitive Proxy Statement dated April 12, 2001 for the Annual Meeting of Shareholders held on May 17, 2001 and the Company's Definitive Proxy Statement dated April 10, 2002 for the Annual Meeting of Shareholders held on May 16, 2002.
- (c) The Company's Quarterly Reports filed on Form 10-Q for March 31, 2002 and June 30, 2002.
- (d) The description of the Company's Common Stock contained in its Registration Statement on Statement on Form S-1 dated June 17, 1983 (Registration No. 2-84100), including any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, prior to the filing of a post-effective amendment which indicates that all securities offered 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.

### Item 4. Description of Securities.

Not applicable.

### Item 5. Interests of Named Experts and Counsel.

Not applicable.

### Item 6. Indemnification of Directors and Officers.

The Company Bylaws provide that the Registrant shall indemnify any person made or threatened to be made a party to any threatened, pending or completed civil, criminal, administrative, arbitration or investigative proceeding, including a proceeding by or in the right of the corporation, by reason of

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the former or present official capacity of the person, provided the person seeking indemnification meets five criteria set forth in Section 302A.521 of the Minnesota Business Corporation Act.

The Registrant's Bylaws also authorize the Board of Directors, to the extent permitted by applicable law, to indemnify any person or entity not described in the Bylaws pursuant to, and to the extent described in, an agreement between the Company and such person, or as otherwise determined by the Board of Directors in its discretion.

Insofar as indemnification to the Company's directors, officers or other persons controlling the Company for liabilities arising under the Securities Act of 1933, as amended, may be permitted under the provisions of the Company's Bylaws and the statutes of the State of Minnesota, the Company has been informed by the Securities and Exchange Commission, that this type of indemnification is against public policy and is therefore unenforceable.

### Item 7. Exemption from Registration Claimed.

Not applicable.

### Item 8. Exhibits.

Exhibit	
4.1	Amended and Restated Communications Systems, Inc. 1990 Stock Option Plan
5.1	Opinion of Lindquist & Vennum P.L.L.P.
23.1	Consent of Lindquist & Vennum (included in exhibit 5.1)
23.2	Consent of Deloitte & Touche LLP, independent public accountants
24.1	Power of Attorney (set forth on signature page hereof)



### Item 9. Undertakings.

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Securities and Exchange Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to the information in the registration statement;

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(h) Insofar as indemnification to directors, officers, and controlling persons of the registrant for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission this type of indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against these liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer, or controlling person of the registrant in the successful defense of any action, suit, or proceeding) is asserted by a director, officer, or controlling person connected with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether the indemnification by us is against public policy as expressed in the Act and will be governed by the final adjudication of the issue.

### SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, we certify that we have reasonable grounds to believe that we meet all of the requirements for filing on Form S-8, and we have authorized the undersigned to sign this registration statement on our behalf, in the City of Minneapolis, State of Minnesota, as of August 19, 2002.

COMMUNICATIONS SYSTEMS, INC.

By: /s/ CURTIS A. SAMPSON

Curtis A. Sampson,  
*Chairman and Chief Executive Officer*

**Exhibit 24.1**

### POWER OF ATTORNEY

The undersigned officers and directors of Communications Systems, Inc., hereby constitute and appoint Curtis A. Sampson and Paul N. Hanson, or either of them, with power to act one without the other, 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 said 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 the undersigned might or could do in person, hereby ratifying and confirming all that said 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 as of August 19, 2002 by the following persons in the capacities indicated.

Signature	Title
/s/ CURTIS A. SAMPSON	Chairman of the Board, President, and Director (Principal Executive Officer)
Curtis A. Sampson	
/s/ PAUL N. HANSON	Vice President, Treasurer and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)
Paul N. Hanson	
/s/ RANDALL D. SAMPSON	Director
Randall D. Sampson	
/s/ EDWIN C. FREEMAN	Director
Edwin C. Freeman	
/s/ LUELLA GROSS GOLDBERG	Director
Luella Gross Goldberg	

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/s/ FREDERICK M. GREEN

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Frederick M. Green

Director

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/s/ PAUL J. ANDERSON

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Paul J. Anderson

Director

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/s/ GERALD D. PINT

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Gerald D. Pint

Director

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/s/ WAYNE E. SAMPSON

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Wayne E. Sampson

Director

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**AMENDED AND RESTATED COMMUNICATION SYSTEMS, INC.  
1990 STOCK OPTION PLAN FOR NON-EMPLOYEE DIRECTORS**

*As Amended through May 16, 2002*

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**AMENDED AND RESTATED COMMUNICATIONS SYSTEMS, INC.**

**1990 STOCK OPTION PLAN FOR NONEMPLOYEE DIRECTORS**

**ARTICLE I  
PURPOSE**

The purposes of the 1990 Communications Systems, Inc. Stock Option Plan for Non-Employee Directors (the "Plan") are to attract and retain the services of experienced and knowledgeable non-employee Directors of Communications Systems, Inc. (the "Corporation") and to provide an incentive for such Directors to increase their proprietary interest in the Corporation's long-term success and progress.

**ARTICLE II  
SHARES SUBJECT TO THE PLAN**

The total number of shares of Common Stock, par value \$.05 (the "Shares"), of the Corporation for which options may be granted under the Plan is 300,000(1) subject to adjustment in accordance with Article VI hereof. Such Shares shall be authorized and unissued shares and shall include shares representing the unexercised portion of any option granted under the Plan which expires or terminates without being exercised in full.

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(1) 200,000 shares (as adjusted for a stock split in 1993) were registered on Form S-8 (File No. 33-39864) on April 11, 1991. 100,000 shares are being registered herewith.

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**ARTICLE III  
ADMINISTRATION OF THE PLAN**

The Plan shall be administered by the Board of Directors of the Corporation (the "Board"), or, in the event the Board shall appoint and/or authorize a Compensation Committee to administer this Plan, by such committee. Subject to the terms of the Plan, the Board shall have the power to construe the provisions of the Plan, to determine all questions arising thereunder and to adopt and amend such rules and regulations for the administration of the Plan as it may deem desirable.

**ARTICLE IV  
PARTICIPATION IN THE PLAN**

Each Director of the Corporation who is not otherwise an employee of the Corporation or any subsidiary ("Director") shall receive annually an option to acquire 1,000 Shares under the Plan subject to adjustment in accordance with Article VI hereof, concurrent with the annual meeting of the stockholders of the corporation (whether or not such Director is up for election), commencing with the 1990 election.

**ARTICLE V  
OPTION TERMS**

Each option granted to a Director under the Plan and the issuance of Shares thereunder shall be subject to the following terms.

1. *Option Agreement.* Each option granted under the Plan shall be evidenced by an option agreement (the "Agreement") duly executed on behalf of the Corporation and by the Director to whom such options is granted. Each Agreement shall comply with and be subject to the terms and conditions of the Plan and shall conclusively evidence by the optionee's signature thereon that it is the intent of the optionee to serve as a director of the Corporation for the remainder of the calendar year in which the option was granted. Any Agreement may contain such other terms, provisions and conditions not inconsistent with the Plan as may be determined by the Board. No option shall be granted within the meaning of the Plan and no purported grant of any option shall be effective until such an option agreement shall have been duly executed on behalf of the Corporation and the Director to whom the option is to be granted.

2. *Option Exercise Price.* The option exercise price for an option granted under the Plan shall be the fair market value of the Shares covered by the option at the time the option is granted. For purposes of the Plan, "fair market value" may mean the closing price or the mean between the high and low sale prices quoted on the day of grant on the National Association of Securities Dealers Automatic Quotation System, whichever is less.

3. *Time and Manner of Exercise of Option.* Options are exercisable immediately after their grant and may be exercised in full at one time or in part from time to time. Any option may be exercised by giving written notice, signed by the person exercising the option, to the corporation stating the number of Shares with respect to which the option is being exercised, accompanied by payment in full for such Shares, which payment may be in whole or in part in Shares of the Common Stock of the Corporation already owned by the person or persons exercising the option, valued at fair market value at the time of such exercise.

4. *Term of Options.* Each option shall expire not more than ten (10) years from the date of the granting thereof, but shall be subject to earlier termination as follows:

(a) In the event of the death of an optionee during the period in which he or she is a Director of the Corporation or within the period during which the option continues to be exercisable under Section 4(b) hereof, the option granted to such optionee may be exercised within

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one (1) year after the date of death of such optionee or prior to the date on which the option expires by its terms, whichever is earlier, by the estate of such optionee, or by any person or persons whom the optionee shall have designated in writing on forms prescribed by and filed with the Corporation or, if no such designation has been made by the person or persons to whom the optionee's rights have passed, by will or the law of descent and distribution.

(b) In the event that an optionee ceases to be a Director of the Corporation, the option granted to such optionee may be exercised by him or her within one (1) year after the date such optionee ceases to be a Director of the Corporation or prior to the date on which the option expires by its terms, whichever is earlier.

5. *Transferability.* The right of any optionee to exercise an option granted to him or her under the Plan shall not be assignable or transferable by such optionee otherwise than by will or the laws of descent and distribution, and any such option shall be exercisable during the lifetime of such optionee only by such optionee.

6. *Participant's or Successor's Rights as Stockholder.* Neither the recipient of an option under the Plan nor his or her successor(s) in interest shall have any rights as a stockholder of the Corporation with respect to any Shares subject to an option granted to such person until such person becomes a holder of record of such Shares.

7. *Regulatory Approval and Compliance.* The Corporation shall not be required to issue any certificate or certificates for Shares of its stock upon the exercise of an option granted under the Plan or record as a holder of record of such Shares the name of the individual exercising an option under the Plan, without obtaining to the complete satisfaction of the Board the approval of all regulatory bodies deemed necessary by the Board, and without complying, to the Board's complete satisfaction, with all rules and regulations, under federal, state or local law deemed applicable by the Board.

#### **ARTICLE VI CAPITAL ADJUSTMENTS**

The aggregate number of Shares with respect to which options may be granted under the Plan, as provided in Article II, the number of Shares for which options are to be granted annually under Article IV, the number of Shares subject to each outstanding option and the price per share specified in such options, all may be adjusted, as the Board shall determine at its sole discretion or as may be required, for any increase or decrease in the number of issued shares of Common Stock of the Corporation resulting from a subdivision or consolidation of Shares or any other similar capital adjustment, the payment of a stock dividend, or other increase or decrease in such Shares effected without receipt of consideration by, or a merger, or consolidation of, the Corporation, or the distribution of shares of another corporation as a stock dividend, or the sale of all or substantially all of the assets of, or the liquidation of, the Corporation.

#### **ARTICLE VII EXPENSES OF THE PLAN**

All costs and expenses of the adoption and administration of the Plan shall be borne by the Corporation, and none of such expenses shall be charged to any optionee.

#### **ARTICLE VIII APPROVAL OF STOCKHOLDERS**

The Plan shall be subject to approval by the vote of stockholders holding at least a majority of the voting stock of the Corporation, voting in person or by proxy at a duly held stockholders' meeting.

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#### **ARTICLE IX TERMINATION AND AMENDMENT OF THE PLAN**

The Board may amend, terminate or suspend the Plan at any time, in its sole and absolute discretion; provided, however, that without the approval of stockholders no amendment shall (1) increase the number of Shares subject to the Plan; (2) reduce the option price below 100% of the market value of the Shares, subject to adjustment under Article VI, the number of Shares for which options may be granted to each Director in a calendar year; or (4) change the timing with respect to which such options are granted.

#### **ARTICLE X EFFECTIVE DATE**

The effective date of the Plan shall be the date on which the Plan is approved by its stockholders.

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[Exhibit 4.1](#)

[AMENDED AND RESTATED COMMUNICATION SYSTEMS, INC. 1990 STOCK OPTION PLAN FOR NON-EMPLOYEE DIRECTORS As Amended through May 16, 2002](#)

[AMENDED AND RESTATED COMMUNICATIONS SYSTEMS, INC. 1990 STOCK OPTION PLAN FOR NONEMPLOYEE DIRECTORS](#)

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**Exhibit 5.1**

August 19, 2002

Communication Systems, Inc.  
213 South Main Street  
Hector, Minnesota 55342

Re: Opinion of Counsel as to the Legality of the 100,000 Shares of Common Stock to be Registered Under the Securities Act of 1933, as amended.

Ladies and Gentlemen:

This opinion is furnished in connection with the registration under the Securities Act of 1933, as amended on Form S-8 of 100,000 shares of Common Stock, \$.05 par value, of Communication Systems, Inc. (the "Company") offered to officers, consultants and other key employees of the Company pursuant to the Amended and Restated Communication Systems, Inc. 1990 Stock Option Plan for Non-Employee Directors (the "Plan"). These shares are in addition to the 200,000 shares offered pursuant to the Plan and registered on previous Registration Statements on Form S-8 (File No. 33-39864).

As counsel for the Company, we advise you that it is our opinion, based on our familiarity with the affairs of the Company and upon our examination of pertinent documents, that the 100,000 shares of Common Stock to be offered to officers, directors, employees and consultants by the Company under the Plan, will, when paid for and issued, be validly issued and lawfully outstanding, fully paid and nonassessable shares of Common Stock of the Company.

The undersigned hereby consent to the filing of this opinion with the Securities and Exchange Commission as an Exhibit to the Registration Statement with respect to said shares of Common Stock under the Securities Act of 1933, as amended.

Very truly yours,

/s/ LINDQUIST & VENNUM P.L.L.P.

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QuickLinks

[Exhibit 5.1](#)  
[Lindquist and Vennum Opinion](#)



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**Exhibit 23.2**

INDEPENDENT AUDITORS' CONSENT

The Board of Directors  
Communication Systems, Inc.

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 28, 2002 (March 25, 2002 as to Note 9) included in the Annual Report on Form 10-K of Communication Systems, Inc. for the fiscal year ended December 31, 2001.

/s/ DELOITTE & TOUCHE LLP

Minneapolis, Minnesota  
August 19, 2002

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[Exhibit 23.2](#)