

BOOTS & COOTS INTERNATIONAL WELL CONTROL INC

Form S-8

September 28, 2004

As filed with the Securities and Exchange Commission on September 28 , 2004
Registration No. 333-

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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

BOOTS & COOTS INTERNATIONAL
WELL CONTROL, INC.
(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction
of incorporation or organization)

11-2908692
(I.R.S. Employer
Identification No.)

11615 NORTH HOUSTON ROSSLYN
HOUSTON, TEXAS
(Address of Principal Executive Offices)

77086
(Zip Code)

BOOTS & COOTS INTERNATIONAL
WELL CONTROL, INC.
NONEMPLOYEE DIRECTOR STOCK OPTION PLAN
(Full title of the plan)

BRIAN KEITH
Corporate Secretary
11615 N. Houston Rosslyn
Houston, Texas 77086
(Name and address of agent for service)

Copy to:
WILLIAM T. HELLER IV
Thompson & Knight LLP
333 Clay Street, Suite 3300
Houston, Texas 77002
(713) 654-8111

(281) 931-8884
(Telephone number, including
area code, of agent for service)

CALCULATION OF REGISTRATION FEE

TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED (1)	PROPOSED MAXIMUM OFFERING PRICE PER SHARE (2)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (2)	AMOUNT OF REGISTRATION FEE
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Common Stock, \$.00001 par value per share	600,000 shares (2)	\$	0.79	\$	474,000	\$	60.06
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