

MANUALLY EXECUTED

As filed with the Securities and Exchange Commission on July 21, 1994

Registration No. 33-91834

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549



FORM S-1

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

RECD SEC. JUL 21 1994 FEE 022

TESSCO TECHNOLOGIES INCORPORATED

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)

5065 (Primary Standard Industrial Classification Code Number)

52-0729657 (I.R.S. Employer Identification No.)

34 Loveton Circle Sparks, Maryland 21152-5100 (410) 472-7000

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Robert B. Barnhill, Jr. TESSCO Technologies Incorporated 34 Loveton Circle Sparks, Maryland 21152-5100 (410) 472-7000

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

Copies of all communications to:

Charles A. Berardesco, Esquire Whiteford, Taylor & Preston Seven Saint Paul Street Baltimore, Maryland 21202 (410) 347-8736

Kenneth J. Vaughan, Esquire Chapman and Cutler 111 West Monroe Street Chicago, Illinois 60603 (312) 845-3000

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. []

CALCULATION OF REGISTRATION FEE

Table with 5 columns: Title of Each Class of Sec. 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

- (1) Includes 285,000 shares of Common Stock which the Underwriters have an option to purchase from certain of the Company's stockholders to cover over-allotments, if any. See "Underwriting."
(2) Estimated pursuant to Rule 457(a) solely for the purpose of calculating the registration fee.

The registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

DISCLOSURE INCORPORATED JUL 22 1994 PROCESSED BY

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3.1.1 Amended and Restated Certificate of Incorporation of the Registrant.

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

TESSCO TECHNOLOGIES INCORPORATED, a corporation whose address is 34 Loveton Circle, Sparks, Maryland 21152-5100, and which was originally incorporated under the name TESSCO COMMUNICATIONS (DELAWARE) INC. by Certificate of Incorporation filed with the Secretary of State of the State of Delaware on December 11, 1986, hereby certifies to the Secretary of State of the State of Delaware as follows:

FIRST: That the Certificate of Incorporation of TESSCO Technologies Incorporated, is hereby amended and restated in its entirety to read as follows:

* * * * *

FIRST: The name of the corporation (which is hereinafter called the "Corporation") is:

TESSCO Technologies Incorporated.

SECOND: The registered office of the Corporation in the State of Delaware is to be located at 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent in the State of Delaware at such address is The Corporation Trust Company.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of all classes of stock which the Corporation has authority to issue is 2,411,887 shares, of which 2,000,000 shares of the par value of \$.01 per share, amounting in aggregate par value to \$20,000, shall be Common Stock and 411,887 shares of the par value of \$.01 per share, amounting in aggregate par value to \$4,118.87, shall be Preferred Stock, of which Preferred Stock all shares are currently outstanding as further described below. Upon the redemption or conversion of shares of Preferred Stock as set forth below, such shares will constitute retired shares and shall not be eligible for future issuance.

The Preferred Stock shall have the voting powers, preferences and relative, participating, optional and other special rights, and qualifications, limitations and restrictions thereof set forth below:

1. Dividends. When and as any dividend, distribution or allotment is declared, paid or granted by the Corporation on Common Stock, whether payable in cash, property,

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securities or rights to acquire securities or other property, the holders of Preferred Stock will be entitled to participate with the holders of Common Stock in such dividend, distribution or allotment. At the time such dividend, distribution or allotment is payable to the holders of Common Stock, the Corporation will pay to each holder of Preferred Stock a dividend, distribution or allotment equal to the amount of the dividend, distribution or allotment payable per share of Common Stock multiplied by the number of shares of Preferred Stock.

2. Voting Rights. Except as otherwise provided by law, the Preferred Stock will be entitled to vote with the Common Stock, voting together as a single class, on all matters to be voted on by the Corporation's stockholders, with each share of Common Stock and Preferred Stock entitled to one vote.

3. Liquidation. Upon any liquidation, dissolution or winding up of the Corporation, each holder of Preferred Stock will be entitled to be paid, before any distribution or payment is made upon the Common Stock, an amount in cash equal to \$9.00 per share of Preferred Stock held by such holder. If upon any such liquidation, dissolution or winding up of the Corporation the assets of the Corporation to be distributed among the holders of the Preferred Stock are insufficient to permit payment to such holders of the aggregate amount which they are entitled to be paid, then the assets to be distributed to such holders will be distributed ratably among such holders. After payment of the full amount to the holders of Preferred Stock, each holder of Common Stock will be entitled to be paid, before any further distribution or payment is made, an amount in cash equal to \$9.00 per share of Common Stock held by each such holder. If the assets of the Corporation to be so distributed among the holders of the Common Stock are insufficient to permit payment to such holders of the aggregate amount which they are entitled to be paid, then the remaining assets will be distributed ratably among such holders based upon the number of shares of Common Stock held by such holders. After payment of the full amount of the liquidation distributions provided hereinabove to which holders of the Preferred Stock and Common Stock are entitled, the holders of the Preferred Stock shall be entitled to participate with the holders of the Common Stock in any further distribution of assets by the Corporation. In any such further distribution, the Corporation shall pay to each holder of Preferred Stock such holder's share of participation equal to the amount of the distribution per share of Common Stock payable at such further distribution multiplied by the number of shares of Common Stock obtainable upon conversion of such holder's Preferred Stock. The Corporation will mail written notice of such liquidation, dissolution or winding up, not less than 60 days prior to the payment date stated therein, to each record holder of Preferred Stock. Neither the consolidation or merger of the Corporation into or with any other corporation or corporations, nor the sale or transfer by the Corporation of all or any part of

its assets, nor the reduction of the capital stock of the Corporation, will be deemed to be a liquidation, dissolution or winding up of the Corporation within the meaning of this part 3.

4. Redemptions.

A. Mandatory Redemptions. On September 30, 1993 (the "Redemption Date"), the Corporation will redeem, at a price of \$9.00 per share (the "Redemption Price"), all shares of Preferred Stock issued and outstanding.

B. Redemption Price. For each share of Preferred Stock which is to be redeemed, the Corporation will be obligated to pay to the holder thereof (upon surrender by such holder at the Corporation's principal office of the certificate representing such share) the Redemption Price. If the funds of the Corporation legally available for redemption of shares on the Redemption Date are insufficient to redeem the total number of shares to be redeemed on such date, those funds which are legally available will be used to redeem the maximum possible number of shares pro rata among the holders of the shares to be redeemed based upon the number of shares held by each such holder. At any time thereafter when additional funds of the Corporation are legally available for the redemption of shares, such funds will immediately be used to redeem the balance of the shares which the Corporation has become obligated to redeem on the Redemption Date but which it has not redeemed.

C. Dividends and Other Rights After Redemption Date. No share of Preferred Stock is entitled to any dividends accruing after its Redemption Date. On such Redemption Date all rights of the holder of such share will cease, and such share will not be deemed to be outstanding.

D. Redeemed or Otherwise Acquired Shares. Any shares of Preferred Stock which are redeemed or otherwise acquired by the Corporation will be retired and will not be eligible for future issuance by the Corporation.

5. Conversions by Holders.

A. Conversion Rights. At any time prior to the close of business on September 29, 1993, any holder of Preferred Stock may convert all or any portion of such holder's shares of Preferred Stock into an equal number of shares of Common Stock.

B. Date and Effect of Conversion. Each conversion of Preferred Stock will be deemed to have been effected as of the close of business on the date on which the certificate or certificates representing the Preferred Stock to be converted have been surrendered at, or in the case of lost certificates, on the

date on which an affidavit and related documents have been delivered to, the principal office of the Corporation. At such time as such conversion has been effected, the rights of the holder of such Preferred Stock as such holder will cease and the person or persons in whose name or names any certificate or certificates for shares of Common Stock are to be issued upon such conversion will immediately be deemed to have become the holder or holders of record of the shares of Common Stock represented thereby.

C. Deliveries by the Corporation. On the same day that a conversion has been effected, the Corporation will deliver to the converting holder:

- (i) a certificate or certificates representing the number of shares of Common Stock issuable by reason of such conversion in such name or names and such denomination or denominations as the converting holder has specified; and
- (ii) a certificate representing any shares of Preferred Stock which were represented by the certificate or certificates delivered to the Corporation in connection with such conversion but which were not converted.

D. Costs. The issuance of certificates for shares of Common Stock upon conversion of Preferred Stock will be made without charge to the holders of such Preferred Stock for any issuance tax in respect thereof or other cost incurred by the Corporation in connection with such conversion and the related issuance of shares of Common Stock.

E. Closing of Books. The Corporation will not close its books against the transfer of Preferred Stock or of Common Stock issued or issuable upon conversion of Preferred Stock in any manner which interferes with the timely conversion of Preferred Stock.

F. Converted Shares. Any shares of Preferred Stock which are converted into shares of Common Stock will be retired and will not be eligible for future issuance by the Corporation.

FIFTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

(a) To make, alter, or repeal any bylaws of the Corporation in accordance with the General Corporation Law of the State of Delaware.

(b) To authorize and cause to be executed mortgages and liens upon the real and personal property of the Corporation.

(c) To set apart out of any of the funds of the Corporation available for dividends a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

(d) When and as authorized by the stockholders in accordance with statute, to sell, lease, exchange or otherwise dispose of all or substantially all of the property and assets of the Corporation, including its goodwill and its corporate franchises, upon such terms and conditions and for such consideration, which may consist in whole or in part of money or property including shares of stock in, and/or other securities of, any other corporation or corporations, as the Board of Directors shall deem expedient and in the best interests of the Corporation.

(e) To fix, determine and vary from time to time the amount to be maintained as surplus and the amount or amounts to be set apart as working capital.

(f) To authorize the issuance from time to time of shares of its stock of any class whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized, for such consideration as may be deemed advisable by the Board of Directors and without any action by the stockholders.

(g) To determine whether and to what extent and at what times and places and under what conditions and regulations the books, accounts and documents of the Corporation, or any of them, shall be open to the inspection of stockholders, except as otherwise provided by statute or by the By-laws and, except as so provided, no stockholder shall have any right to inspect any book, account or document of the Corporation unless authorized to do so by resolution of the Board of Directors.

SIXTH: The duration of the Corporation shall be perpetual.

SEVENTH: Whenever a compromise or arrangement is proposed between the Corporation and its creditors or any class of them and/or between the Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the Corporation or of any creditor or stockholder thereof, or on the application of any receiver or receivers appointed for the Corporation under the provisions of Section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for the Corporation under the provisions of Section 279 of Title 8 of the Delaware Code,

order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of the Corporation as consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders of the Corporation, as the case may be, and also on the Corporation.

EIGHTH: Meetings of stockholders may be held within or without the State of Delaware, as the By-laws may provide. The books of the Corporation may be kept (subject to any provisions contained in statute) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the By-laws of the Corporation. Elections of directors need not be by written ballot unless the By-laws of the Corporation shall so provide.

NINTH: (a) To the fullest extent permitted by Delaware statutory or decisional law, as amended or interpreted, no director or officer of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director or officer. No amendment of the Certificate of Incorporation or repeal of any of its provisions shall limit or eliminate the limitation on liability provided to directors and officers hereunder with respect to any act or omission occurring at or before the effective date of such amendment or repeal.

(b) To the fullest extent permitted by the General Corporation Law of the State of Delaware, as amended or interpreted, the Corporation shall indemnify all persons whom it may indemnify pursuant thereto.

TENTH: The Corporation reserves the right from time to time to make any amendments to its Certificate of Incorporation which may now or hereafter be authorized by law, including any amendment that alters the contract rights, as expressly set forth in the Certificate of Incorporation, of any outstanding stock, and all rights conferred upon stockholders herein are granted subject to this reservation.

* * * * *

SECOND: That the foregoing Amended and Restated Certificate of Incorporation was declared advisable and adopted by the Board of

Directors of the Corporation at a meeting duly called for that purpose.

THIRD: That the foregoing Amended and Restated Certificate of Incorporation was approved by the written consent of the stockholders of the Corporation in accordance with the provisions of Section 229 of the General Corporation Law of the State of Delaware.

FOURTH: That the foregoing Amended and Restated Certificate of Incorporation was duly adopted in accordance with the provisions of Sections 242 and 245 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Amended and Restated Certificate of Incorporation to be signed by its President and attested to by its Secretary this 22nd day of September, 1993.

ATTEST:

TESSCO TECHNOLOGIES INCORPORATED

Janet W. Barnhill
Janet W. Barnhill
Secretary

By: Robert B. Barnhill, Jr.
Robert B. Barnhill, Jr.
President

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3.1.3 First Certificate of Amendment to Certificate of
Incorporation of the Registrant.

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TESSCO TECHNOLOGIES INCORPORATED

FIRST CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

TESSCO Technologies Incorporated, a Delaware corporation (the "Corporation") having its registered office in the County of New Castle, State of Delaware, hereby certifies to the Secretary of State of the State of Delaware:

FIRST: That the Certificate of Incorporation of the Corporation is hereby amended by deleting Article FOURTH in its entirety and inserting the following in lieu thereof:

FOURTH: The total number of shares of all classes of stock which the Corporation has authority to issue is ten million (10,000,000) shares, of which nine million five hundred thousand (9,500,000) shares shall be Common Stock, par value \$.01 per share, and five hundred thousand (500,000) shares shall be Preferred Stock, par value \$.01 per share.

The shares may be issued by the Corporation from time to time as approved by the Board of Directors of the Corporation without the approval of the stockholders except as otherwise provided in this Article FOURTH or the rules of a national securities exchange or national market system, if applicable. The consideration for the issuance of the shares shall be paid to or received by the Corporation in full before their issuance and shall not be less than the par value per share.

The holders of the Common Stock are entitled at all times to one vote for each share held and to such dividends as the Board of Directors may in their discretion from time to time legally declare, subject, however, to the voting and dividend rights, if any, of the holders of the Preferred Stock then outstanding. In the event of any liquidation, dissolution or winding up of the Corporation, the remaining assets of the Corporation after the payment of all debts and necessary expenses, subject, however, to the rights of all holders of the Preferred Stock then outstanding, shall be distributed among the holders of the Common Stock pro rata in accordance with their respective holdings. The Common Stock is subject to all of the terms and provisions of the Preferred Stock as fixed by the Board of Directors as hereinafter provided

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The Board of Directors shall have the authority to classify and reclassify any unissued shares of Preferred Stock by authorizing the issuance of the Preferred Stock from time to time in one or more series with such distinctive designations as may be established by the Board of Directors, and any such series: (a) may have such voting powers, full or limited, or may be without voting powers; (b) may be subject to redemption at such time or times and at such prices; (c) may be entitled to receive dividends (which may be cumulative or noncumulative) at such rate or rates, on such conditions and at such times and payable in preference to, or in such relation to, the dividends payable on any other class or classes or series of stock; (d) may have such rights upon the dissolution of, or upon any distribution of the assets of, the Corporation; (e) may be made convertible into, or exchangeable for, shares of any other class or classes or of any other series of the same or any other class or classes of stock of the Corporation, at such price or prices or at such rates of exchange, and with such other adjustments; and (f) shall have such other preferences, conversion or other rights, voting powers, restrictions, limitations as to dividends, qualifications, terms or conditions of redemption or other rights, as shall hereafter be authorized by the Board of Directors in accordance with the General Corporation Law of the State of Delaware.

SECOND: That the foregoing First Certificate of Amendment of Certificate of Incorporation was declared advisable and adopted by the Board of Directors of the Corporation at a meeting duly called for that purpose.


THIRD: That the foregoing First Certificate of Amendment of Certificate of Incorporation was approved by the written consent of the stockholders of the Corporation in accordance with the provisions of Section 228 of the General Corporation Law of the State of Delaware, and that written notice has been provided to the stockholders who have not consented in writing to the foregoing First Certificate of Amendment of Certificate of Incorporation in accordance with Section 228 of the General Corporation Law of the State of Delaware.

FOURTH: That the foregoing First Certificate of Amendment of Certificate of Incorporation was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this First Certificate of Amendment of Certificate of Incorporation to be executed by its President and attested to by its Secretary this 7th day of June, 1994

ATTEST:

TESSCO TECHNOLOGIES INCORPORATED


Janet W. Barnhill,
Secretary

By:


Robert B. Barnhill, Jr.,
President

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TESSCO TECHNOLOGIES INCORPORATED

CERTIFICATE OF AMENDMENT

TESSCO Technologies Incorporated, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"),

DOES HEREBY CERTIFY:

FIRST: That the Certificate of Incorporation of the Corporation (as heretofore amended) is hereby amended by deleting Article Fourth thereof and replacing such Article with the following:

FOURTH: The total number of shares of all classes of stock which the Corporation has authority to issue is fifteen million five hundred thousand (15,500,000) shares, of which fifteen million (15,000,000) shares shall be Common Stock, par value \$0.01, and five hundred thousand (500,000) shares shall be Preferred Stock, par value \$0.01 per share.

SECOND: That pursuant to a unanimous written consent of the Board of Directors of the Corporation dated May 9, 1996, resolutions were duly adopted setting forth the foregoing amendment to the Corporation's Certificate of Incorporation, declaring said amendment to be advisable, and providing that the amendment be brought before the stockholders of the Corporation for their consideration at the 1996 Annual Meeting of Stockholders.

THIRD: That thereafter, pursuant to such resolutions of its Board of Directors, an annual meeting of the stockholders of the Corporation was duly called and held on July 16, 1996, upon notice in accordance with section 222 of the General Corporation Law at which meeting that number of shares required by statute were voted in favor of the amendment.

FOURTH: That the amendment was duly adopted in accordance with the provisions of section 242 of the General Corporation Law.

IN WITNESS WHEREOF, said Corporation has caused this Certificate of Amendment to be signed by Robert B. Barnhill, Jr., its President and Chief Executive Officer, and Janet W. Barnhill, its Secretary, on this 26th day of July, 1996.

ATTEST:

/s/ JANET W. BARNHILL

Janet W. Barnhill, Secretary

By: /s/ ROBERT B. BARNHILL, JR.

Robert B. Barnhill, Jr.
President and Chief Executive
Officer