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TAG IT PACIFIC INC
Form S-8
October 13, 2004

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

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

TAG-IT PACIFIC, INC.
(Exact Name of Registrant as Specified in Its Charter)

DELAWARE
(State or Other Jurisdiction of
Incorporation or Organization)

95-4654481
(I.R.S. Employer
Identification No.)

21900 BURBANK BOULEVARD, SUITE 270
WOODLAND HILLS, CALIFORNIA 91367
(Address of Principal Executive Offices) (Zip Code)

TAG-IT PACIFIC, INC. AMENDED AND RESTATED 1997 STOCK PLAN
(Full Title of the Plan)

COLIN DYNE
CHIEF EXECUTIVE OFFICER
TAG-IT PACIFIC, INC.
21900 BURBANK BOULEVARD, SUITE 270
WOODLAND HILLS, CALIFORNIA 91367
(Name and Address of Agent for Service)

(818) 444-4100
(Telephone Number, Including Area Code, of Agent for Service)

Copies to:
JOHN MCILVERY, ESQ.
STUBBS ALDERTON & MARKILES, LLP
15821 VENTURA BOULEVARD, SUITE 525
ENCINO, CA 91436

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	Amount Of Registration Fee
Common Stock	500,000	\$ 3.15	\$ 1,575,000	200

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, this Registration Statement also covers such additional shares of the Common Stock as may become issuable pursuant to the anti-dilution provisions of the Amended and

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Restated 1997 Stock Plan. In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this registration statement also covers an indeterminate amount of securities to be offered or sold pursuant to the Amended and Restated 1997 Stock Plan.

- (2) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(h)(1) under the Securities Act of 1933, as amended, and based upon the average of the high and low prices of the Common Stock on the American Stock Exchange on October 11, 2004.

PURSUANT TO GENERAL INSTRUCTION E OF FORM S-8 ("REGISTRATION OF ADDITIONAL SECURITIES"), THE REGISTRANT HEREBY MAKES THE FOLLOWING STATEMENT:

On April 16, 1998, Tag-It Pacific, Inc. (the "Registrant") filed with the Securities and Exchange Commission a Registration Statement on Form S-8 (Registration No. 333-50267), and on October 21, 2003, the Registrant filed with the Securities and Exchange Commission a Registration Statement on Form S-8 (Registration No. 333-109854) (together, the "Prior Registration Statements") relating to shares of Common Stock to be issued pursuant to the Tag-It Pacific, Inc. 1997 Stock Plan, as amended (the "Plan"). The Prior Registration Statements are currently effective. This Registration Statement relates to securities (a) of the same class as those to which the Prior Registration Statements relate and (b) to be issued pursuant to the Plan. The contents of the Prior Registration Statements are incorporated herein by reference.

THE FOLLOWING EXHIBITS ARE FILED AS PART OF THIS REGISTRATION STATEMENT:

- 5.1 Opinion of Stubbs Alderton & Markiles, LLP.
- 23.1 Consent of BDO Seidman, LLP
- 23.2 Consent of Stubbs Alderton & Markiles, LLP (included in Exhibit 5.1).
- 24.1 Power of Attorney (included as part of the Signature Page of this Registration Statement).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Woodland Hills, State of California, on this 13th day of October, 2004.

TAG-IT PACIFIC, INC.
(Registrant)

By: /s/ Ronda Ferguson

Ronda Ferguson
Chief Financial Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Colin Dyne and Ronda Ferguson, and each of them, as his or her true and lawful attorney-in-fact and agent with full power of substitution and resubstitution,

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for him or her and his or her name, place and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments) to this Registration Statement and to file a new registration statement under Rule 461 or Instruction E of Form S-8 of the Securities Act of 1933, as amended, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the foregoing, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them, or their 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 and on the date indicated.

Signature -----	Title -----	Date -----
----- Mark Dyne	Chairman of the Board of Directors	
----- /s/ Colin Dyne ----- Colin Dyne	Chief Executive Officer and Director	October 13, 2004
----- /s/ Ronda Ferguson ----- Ronda Ferguson	Chief Financial Officer (Principal Financial and Accounting Officer)	October 13, 2004
----- Kevin Bermeister	Director	
----- /s/ Michael Katz ----- Michael Katz	Director	October 13, 2004
----- /s/ Jonathan Burstein ----- Jonathan Burstein	Director and Vice President of Operations	October 13, 2004
----- /s/ Brent Cohen ----- Brent Cohen	Director	October 13, 2004

EXHIBIT INDEX

Exhibit No. -----	Exhibit Description -----
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