

As filed with the  
Securities and Exchange Commission on January 31, 1997

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM S-8  
Registration Statement  
Under  
The Securities Act of 1933

LANVISION SYSTEMS, INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

31-1455414  
(I.R.S. Employer  
Identification No.)

One Financial Way, Suite 400  
Cincinnati, Ohio 45242-5859  
(Address of principal executive offices) (Zip Code)

George E. Castrucci Option Agreement  
(Full title of the plan)

Copy To:

J. Brian Patsy  
LanVision Systems, Inc.  
One Financial Way, Suite 400  
Cincinnati, Ohio 45242-5859  
(513) 794-7100  
(Name, address and telephone number of agent for service)

Alan J. Hartman  
General Counsel  
LanVision Systems, Inc.  
One Financial Way, Suite 400  
Cincinnati, Ohio 45242-5859  
(513) 794-7115

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be registered	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, \$.01 par value	5,000 shares	\$ 7.25	\$ 36,250	\$ 100.00(1)

(1) Calculated in accordance with Rule 457(c) of Regulation C based upon the average of the high and low prices of LanVision Systems, Inc. common stock reported on the Nasdaq National Market on January 27, 1997.

The Exhibit Index can be found on page 4.

LanVision Systems, Inc. (the "Registrant") is filing this Registration Statement on Form S-8 in order to register shares of its common stock, \$.01 par value, underlying the stock options granted to George E. Castrucci as an inducement to accept a position on the Board of Directors and the Audit Committee and Compensation Committee (the "Plan").

Part I Employee Information Required in the Section 10(a) Prospectus.

The information required in Part I of this Registration Statement is not being filed with the Commission in accordance with the instructions to Form S-8.

Item 1. Plan Information.

The Registrant shall deliver to the participant in the Plan the information required by this Item 1.

Item 2. Registrant Information and Employee Plan Annual Information.

The Registrant shall provide to George E. Castrucci a written statement advising him of the availability without charge, upon written or oral request, of the documents incorporated by reference in the Section 10(a) Prospectus (not including Exhibits to the documents that are incorporated by reference into the Registration Statement). Requests for such information shall be made to the Registrant's General Counsel c/o LanVision Systems, Inc., One Financial Way, Suite 400, Cincinnati, Ohio 45242-5859, telephone (513) 794-7100.

Part II Information Required in the Registration Statement.

Item 3. Incorporation of Documents by Reference.

The documents listed below are incorporated by reference into this Registration Statement, and all documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, shall be deemed to be incorporated by reference in this Registration Statement and to be a part thereof from the date of filing of such documents; provided, however, that any information set forth in any proxy statement of the Registrant pursuant to Items 402(k) and/or (1) of Regulation S-K is specifically not incorporated by reference herein.

(a) The Registrant's latest annual report filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, or the latest prospectus filed pursuant to Rule 424(b) under the Securities Act of 1933 that contains audited financial statements for the Registrant's latest fiscal year for which statements have been filed.

(b) All other reports filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 since the end of the fiscal year covered by the Registrant's documents referred to in the above paragraph.

(c) The description of the Registrant's common stock contained in a registration statement filed under the Securities Exchange Act of 1934, including any amendment or report filed for the purpose of updating such description.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

The validity of the shares of common stock being registered hereby will be passed upon for the Registrant by Graydon, Head & Ritchey, Cincinnati, Ohio. Graydon, Head & Ritchey, a law firm, has performed and continues to perform significant legal services for the Company.

The consolidated financial statements of the Registrant at January 31, 1996 and 1995 and for each of the three years in the period ended January 31, 1996, incorporated by reference, have been audited by Ernst & Young LLP, independent auditors, as set forth in their report thereon, incorporated by reference, and are included in reliance upon such report given upon the authority of such firm as experts in accounting and auditing.

Item 6. Indemnification of Directors and Officers.

The Registrant, being incorporated under the General Corporation Law of the State of Delaware, is empowered by Section 145 of such law ("Statute"), subject to the procedures and limitations stated in the Statute, to indemnify any person ("Indemnitee") against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by the Indemnitee in connection with any threatened, pending, or completed action, suit, or proceeding to which an Indemnitee is made a party or threatened to be made a party by reason of the Indemnitee's being or having been a director, officer, employee, or agent of the Registrant or a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise at the request of the Registrant. The Statute provides that indemnification pursuant to its provisions is not exclusive of other rights of indemnification to which a person may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors, or otherwise. The Statute also provides that the Registrant may purchase insurance on behalf of any director, officer, employee, or agent.

Article IX of the Registrant's Certificate of Incorporation contains provisions permitted by Section 102 of the General Corporation Law of the State of Delaware which eliminate personal liability of members of its board of directors for violations of their fiduciary duty of care. Neither the Delaware General Corporation Law nor the Certificate of Incorporation, however,

limits the liability of a director for breaching his duty of loyalty, failing to act in good faith, engaging in intentional misconduct or knowingly violating a law, paying a dividend or approving a stock repurchase under circumstances where such payment or repurchase is not permitted under the Statute, or obtaining an improper personal benefit.

Article VII of the Registrant's Bylaws provides that the Registrant is obligated to indemnify an Indemnitee in each and every situation where the Registrant is required or permitted to make such indemnification pursuant to the Statute. However, before making a permitted but not required indemnification, the Registrant shall promptly make or cause to be made, by any of the methods referred to in subsection (d) of the Statute, a determination as to whether the Indemnitee acted in good faith and in a manner such Indemnitee reasonably believed to be in or not opposed to the best interests of the Registrant, and, in the case of any criminal action or proceeding, had no reasonable cause to believe that such Indemnitee's conduct was unlawful.

The Registrant currently maintains an insurance policy that provides coverage pursuant to which the Registrant is to be reimbursed for amounts it may be required or permitted by law to pay to indemnify directors and officers.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

#### INDEX TO EXHIBITS

Exhibits -----	Description of Exhibit -----	Page -----
4.1	Option Agreement between LanVision Systems, Inc. and George E. Castrucci dated May 15, 1996	7
5.1	Opinion of Graydon, Head & Ritchey	10
23.1	Consent of Graydon, Head & Ritchey (included in opinion)	10
23.2	Consent of Ernst & Young LLP	11

Item 9. Undertakings.

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 to include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

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

(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.

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 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to 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 such securities at that time shall be deemed to be the initial bona fide offering thereof.

The undersigned Registrant hereby undertakes to deliver or cause to be delivered with the prospectus, to each person to whom the prospectus is sent or given, the latest annual report to security holders that is incorporated by reference in the prospectus and furnished pursuant to and meeting the requirements of Rule 14a-3 or Rule 14c-3 under the Securities Exchange Act of 1934; and, where interim financial information required to be presented by Article 3, of Regulation S-X are not set forth in the prospectus, to deliver, or cause to be delivered to each person to whom the prospectus is sent or given, the latest quarterly report that is specifically incorporated by reference in the prospectus to provide such interim financial information.

Insofar as indemnification 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 such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such 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 such director, officer or controlling person in connection 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 such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

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 Montgomery, State of Ohio, on this 28th day of January, 1997.

LANVISION SYSTEMS, INC.

BY: / s / J. Brian Patsy  
-----  
J. Brian Patsy, Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, the Registration Statement has been signed by the following persons in the capacities and on the date indicated.

January 28, 1997 / s / J. Brian Patsy  
-----  
J. Brian Patsy, Chief Executive Officer and Director

January 28, 1997 / s / Eric S. Lombardo  
-----  
Eric S. Lombardo, Director

January 28, 1997 / s / George E. Castrucci  
-----  
George E. Castrucci, Director

January 28, 1997 / s / Z. David Patterson  
-----  
Z. David Patterson, Director

January 28, 1997 / s / Thomas E. Perazzo  
-----  
Thomas E. Perazzo, Chief Financial and Accounting Officer

## EXHIBIT 4.1

Option Agreement between LanVision Systems, Inc. and  
George E. Castrucci dated May 15, 1996

May 15, 1996

Mr. George E. Castrucci  
8355 Old Stable Road  
Cincinnati, Ohio 45243

Dear Mr. Castrucci:

As authorized by action of the Board of Directors of LanVision Systems, Inc. (the "Company") on April 23, 1996, you have been granted options to purchase up to 5,000 shares of the Company's common stock, \$.01 par value, ("Common Stock") at the price of \$14.50 per share. These options have been granted to you as further inducement for you to accept a position on the Board of Directors and the Audit Committee and Compensation Committee and to remain a non-employee director of the Company.

The options so awarded to you become exercisable only upon vesting, and vest as follows:

2,500 shares on April 23, 1997

2,500 shares on April 23, 1998

You may exercise your vested options from time to time so long as your exercise complies with the following conditions:

1. You may exercise your options in whole or in part, to the extent such options have vested, so long as each partial exercise of the options amounts to a purchase by you of at least one whole share of Common Stock.
2. All options granted hereunder terminate and you may not exercise such options, in whole or in part, after April 23, 2006.

To exercise your options to purchase shares, you must deliver to the Company written notice of exercise containing such written representations and agreements as the Company may require, together with payment in full in cash or by check for the shares you elect to purchase and for the

required tax withholding. No certificate for shares shall be issued until full payment and the required tax withholding have been made to the Company; provided, however, that the Company shall not be required to issue or deliver any certificate prior to the admission of such shares to listing on any stock exchange or securities market on which such stock may at that time be listed, nor shall issue or delivery be required prior to registration, if necessary under the securities law of the United States and any applicable state.

The Company is under no obligation to you to register such shares nor to comply for your benefit with any exemption from registration so that you may sell or otherwise transfer the shares. If the shares are issued to you without having been registered, a legend will be placed on the certificate, stop-transfer instructions will be issued with respect to the shares, and you will have to hold them indefinitely unless they are subsequently registered or an exemption for registration is available. If such an exemption is afforded to you pursuant to Rule 144 promulgated under the Securities Act of 1933, sales thereunder may be made only in limited amounts upon the expiration of the applicable holding period (minimum of two years) and otherwise in accordance with the terms and conditions of that Rule.

If you cease to be a non-employee director of the Company or any subsidiary, parent, or assuming corporation for any reason other than by death, all unexercised rights under these options shall expire automatically as of the date of termination of the directorship. If termination of the directorship is by reason of death, all unexercised rights under these options shall be exercisable for a period of not in excess of one year thereafter (but not exceeding the expiration date referenced in the third paragraph of this letter) by the person or persons to whom the same is transferred by will or by laws of descent and distribution, to the same extent that you could have exercised such option at the time of your death. During your life, these options shall be exercisable only by you and shall not be transferable or assignable other than by your will or by the laws of descent and distribution as specified above. Any other attempted transfer or assignment will terminate these options.

In the event of a stock dividend, recapitalization, reclassification, split, or a combination of shares of the Company, appropriate adjustment shall be made by the Board of Directors of the Company, in the number, kind, and/or option price of the shares covered by these options to the end that your proportionate interest shall be maintained as before the occurrence of such event. In the event of a merger or consolidation of the Company or other similar corporate changes, provisions may be made by the Board of Directors of the Company for the assumption or substitution of these options.



## EXHIBIT 5.1

January 31, 1997

LanVision Systems, Inc.  
One Financial Way, Suite 400  
Cincinnati, Ohio 45242-5859

Re: Sale of 5,000 Shares of Common Stock of LanVision Systems, Inc.  
Pursuant to the Company's Form S-8 Registration Statement Filed  
with the Securities and Exchange Commission on the date hereof  
relating to George E. Castrucci Board of Directors Options.

Dear Gentlemen:

We have acted as counsel to LanVision Systems, Inc. (the "Company"), a Delaware corporation, in connection with the registration of 5,000 shares of Common Stock of the Company which may be issued and sold to George E. Castrucci (the "Plan"), as set forth in the S-8 Registration Statement filed by the Company with the Securities and Exchange Commission on the date hereof.

As counsel for the Company, we have made such legal and factual examinations and inquiries as we deemed advisable for the purpose of rendering this opinion. In addition, we have examined such documents and materials, including the Company's Certificate of Incorporation, Bylaws, the Plan and other corporate records of the Company, as we have deemed necessary for the purpose of this opinion.

On the basis of the foregoing, we are of the opinion that, upon the exercise of stock options granted by the Company under the Plan, the 5,000 shares of Common Stock being registered pursuant to the Registration Statement are currently validly authorized and, when issued and sold as contemplated by the Registration Statement, will be legally issued, fully paid and nonassessable shares of Common Stock of the Company.

We hereby consent to the filing of this opinion as part of the above referenced Registration Statement and amendments thereto.

Sincerely yours,

GRAYDON, HEAD & RITCHEY

By: / s / Richard G. Schmalzl

-----  
Richard G. Schmalzl, Esq.

## Exhibit 23.2

## CONSENT OF INDEPENDENT AUDITORS

We consent to the reference to our firm under the caption "Interests of Named Experts and Counsel" in the Registration Statement (Form S-8) pertaining to the George E. Castrucci Board of Directors Options and to the incorporation by reference therein of our report dated March 6, 1996 with respect to the consolidated financial statements of LanVision Systems, Inc. incorporated by reference from its Registration Statement on Form S-1 (Registration No. 333-01494 ).

Cincinnati, Ohio  
January 31, 1997

/ s / Ernst & Young LLP