

As filed with the Securities and Exchange Commission on August 24, 2000

Registration No. _____

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

CELLULAR TECHNICAL SERVICES COMPANY, INC.

(Exact name of registrant as specified in its charter)

DELAWARE

11-2962080

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer
Identification No.)

2401 FOURTH AVENUE, SEATTLE, WASHINGTON

98121

(Address of Principal Executive Offices)

(Zip Code)

1996 STOCK OPTION PLAN, AS AMENDED
1993 NON-EMPLOYEE DIRECTOR STOCK OPTION PLAN, AS AMENDED

(Full title of the plan)

BRUCE R. YORK
VICE PRESIDENT, CHIEF FINANCIAL OFFICER
CELLULAR TECHNICAL SERVICES COMPANY, INC.
2401 FOURTH AVENUE
SEATTLE, WASHINGTON 98121
(206) 443-6400

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

With a copy to:
MICHAEL J. SHEF, ESQ.
PARKER CHAPIN LLP
THE CHRYSLER BUILDING
405 LEXINGTON AVENUE
NEW YORK, NEW YORK 10174

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
Common stock, \$.001 par value	133,185	\$7.8125 (2)	\$1,040,507.81	\$274.69
Common stock, \$.001 par value	131,815	\$8.00 (3)	\$1,054,520	\$278.39

- (1) Pursuant to Rule 416(b), there shall also be deemed covered hereby such additional securities as may result from anti-dilution adjustments under the 1996 Stock Option Plan and 1993 Non-Employee Director Stock Option Plan.
- (2) Calculated pursuant to Rule 457(h) and (c) solely for the purpose of calculating the registration fee on the basis of the average of the high and low prices (\$8.125 and \$7.50) of a share on August 18, 2000 as quoted on the Nasdaq National Market System.
- (3) Based pursuant to Rule 457(h), on the exercise price of the shares subject to outstanding stock options.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The Registrant hereby incorporates by reference the following documents into this Registration Statement:

- (a) The Registrant's Annual Report on Form 10-K for the year ended December 31, 1999.
- (b) The Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2000. All other reports heretofore filed by the Registrant pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), since December 31, 1999.
- (c) The description of the Registrant's Common Stock contained in its Registration Statement on Form 8-A filed on July 30, 1991 under the Exchange Act, including any amendment or report filed for the purpose of updating such description.

In addition, all documents filed by the Registrant with the Securities and Exchange Commission (the "SEC") subsequent to the filing date of this Registration Statement pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act, prior to the filing of a subsequent post-effective amendment which indicates that all the securities offered by this Registration Statement have been sold or which de-registers all such 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 the filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated herein by reference, except for portions of such documents which shall not be deemed incorporated by reference as indicated by statute, rule or regulation or by such document itself, shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is, or is deemed to be, incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement, except as indicated herein.

ITEM 4. DESCRIPTION OF SECURITIES.

Not required, inasmuch as the Registrant's Common Stock is registered under Section 12 of the Exchange Act.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Not applicable.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

The description of the indemnification and insurance provided to the officers and directors of the Registrant contained in Item 14 of the Registrant's Registration Statement on Form S-1 (Registration No. 33-44176) is hereby incorporated by reference.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

ITEM 8. EXHIBITS.

See Exhibit Index on page 7 of this Registration Statement.

ITEM 9. UNDERTAKINGS.

The undersigned Registrant hereby undertakes:

(a) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement;

- (1) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933, as amended (the "Act");
- (2) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment hereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this 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 SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20

percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

- (3) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

provided, however, that paragraphs (a)(1) and (a)(2) will not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act, that are incorporated by reference in this Registration Statement.

(b) That, for the purpose of determining any liability under the Act, 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.

(c) 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 Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in this 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.

Insofar as indemnification for liabilities arising under the Act 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 SEC 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, 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 Seattle, Washington on this 23rd day of August, 2000.

CELLULAR TECHNICAL SERVICES COMPANY, INC.

By: /s/ Stephen Katz

Stephen Katz
Chairman of the Board of Directors and
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below does hereby constitute and appoint Stephen Katz and Bruce R. York and each of them, his true and lawful attorney-in-fact and agent, with full power of substitution and re-substitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including, without limitation, post-effective amendments) to the Registration Statement, 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 premises, 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 any of them, or their or his 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 by the following persons in the capacities and on the dates indicated:

Signature -----	Title -----	Date ----
/s/ Stephen Katz ----- Stephen Katz	Chairman of the Board of Directors and Chief Executive Officer (Principal Executive Officer)	August 23, 2000
/s/ Bruce R. York ----- Bruce R. York	Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	August 23, 2000

/s/ James Porter

James Porter

Director

August 23, 2000

/s/ Lawrence Schoenberg

Lawrence Schoenberg

Director

August 23, 2000

Exhibit Index

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5	Opinion of Parker Chapin LLP as to the legality of the additional shares being registered	8
23.1	Consent of Ernst & Young LLP, Independent Auditors	9
23.2	Consent of Parker Chapin LLP (included in their opinion filed as Exhibit 5).	8
24	Power of Attorney (included on the signature page of this Registration Statement).	5
99.1	Amendment No. 1 to 1996 Stock Option Plan of Cellular Technical Services Company, Inc. (Effective December 14, 1998)	10
99.2	Amendment No. 2 to 1996 Stock Option Plan of Cellular Technical Services Company, Inc. (Effective June 8, 2000)	11
99.3	Amendment No. 3 to 1993 Non-Employee Director Stock Option Plan of Cellular Technical Services Company, Inc. (Effective June 8, 2000)	12

August 23, 2000

Cellular Technical Services Company, Inc.
2401 Fourth Avenue
Seattle, Washington 98121

Gentlemen:

We have acted as counsel to Cellular Technical Services Company, Inc. (the "Company") in connection with a Registration Statement on Form S-8, being filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended, relating to the offering of the following shares of common stock, \$.001 par value per share, of the Company (collectively, the "Shares"): (i) 225,000 Shares, pursuant to options granted or which may be granted by the Company under amendments to its 1996 Stock Option Plan (the "1996 Plan"); and (ii) 40,000 Shares, pursuant to options granted or which may be granted by the Company under an amendment to its 1993 Non-Employee Director Stock Option Plan (the "1993 Plan").

In connection with the foregoing, we have examined originals or copies, satisfactory to us, of all such corporate records and of all such agreements, certificates and other documents as we have deemed relevant and necessary as a basis for the opinion hereinafter expressed. In such examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity with the original documents of all documents submitted to us as copies. As to any facts material to such opinion, we have, to the extent that relevant facts were not independently established by us, relied on certificates of officers or other representatives of the Company.

Based upon and subject to the foregoing, we are of the opinion that, when issued and paid for in accordance with the 1993 Plan, the 1996 Plan, and the stock option contracts evidencing options granted under such plans, the Shares will be validly issued, fully paid and non-assessable.

We hereby consent to the use of our name under the caption "Legal Matters" in the Registration Statement on Form S-8 and to the filing of this opinion as an exhibit to such Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Act, the rules and regulations of the Securities and Exchange Commission promulgated thereunder or Item 509 of Regulation S-K promulgated under the Act.

Very truly yours,

PARKER CHAPIN LLP

EXHIBIT 23.1

Consent of Ernst & Young LLP, Independent Auditors

We consent to the incorporation by reference in the Registration Statement (Form S-8) of Cellular Technical Services Company, Inc. (the "Company") pertaining to the 1996 Stock Option Plan, as amended and the 1993 Non-Employee Director Stock Option Plan, as amended, of our report dated February 8, 2000 with respect to the financial statements and schedules of the Company included in its Annual Report (Form 10-K) for the year ended December 31, 1999 filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Seattle, Washington
August 21, 2000

AMENDMENT NO. 1
TO
1996 STOCK OPTION PLAN
OF
CELLULAR TECHNICAL SERVICES COMPANY, INC.
(Effective December 14, 1998)

Paragraph 2 of the 1996 Stock Option Plan of Cellular Technical Services Company, Inc. is hereby amended to increase the aggregate number of shares of Common Stock for which options may be granted under the Plan from 1,100,000 to 1,850,000 (all such shares reflecting the unadjusted values of such shares as of the original effective date of the Plan).

AMENDMENT NO. 2
TO
1996 STOCK OPTION PLAN
OF
CELLULAR TECHNICAL SERVICES COMPANY, INC.
(Effective June 8, 2000)

Paragraph 2 of the 1996 Stock Option Plan of Cellular Technical Services Company, Inc. is hereby amended to increase the aggregate number of shares of Common Stock for which options may be granted under the Plan from 1,850,000 to 3,350,000 (all such shares reflecting the unadjusted values of such shares as of the original effective date of the Plan).

AMENDMENT NO. 3
TO
1993 NON-EMPLOYEE DIRECTOR STOCK OPTION PLAN
OF
CELLULAR TECHNICAL SERVICES COMPANY, INC.
(Effective as of June 8, 2000)

Paragraph 2 of the 1993 Non-Employee Director Stock Option Plan of Cellular Technical Services Company, Inc. is hereby amended to increase the aggregate number of shares of Common Stock for which options may be granted under the Plan from 75,000 to 175,000 (all such shares reflecting the unadjusted values of such shares as of the original effective date of the Plan).