

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

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

**WAYSIDE TECHNOLOGY GROUP, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**13-3136104**  
(I.R.S. Employer  
Identification Number)

**4 Industrial Way West, Suite 300**  
**Eatontown, New Jersey 07724**  
(732) 389 - 0932

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

**2012 STOCK-BASED COMPENSATION PLAN**  
(Full title of the plan)

**Dale Foster**  
**Chief Executive Officer**  
**Wayside Technology Group, Inc.**  
**4 Industrial Way West, Suite 300**  
**Eatontown, New Jersey 07724**  
(732) 389 - 0932

(Telephone number, including area code, of agent for service)

**With a copy to:**  
**W. Bryan Rakes**  
**Gabriel M. Steele**  
**Venable LLP**  
**750 East Pratt Street, Suite 900**  
**Baltimore, MD 21202**  
(410) 244-7400

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller Reporting Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

**CALCULATION OF REGISTRATION FEE**

<b>Title of securities to be registered</b>	<b>Amount to be registered(1)</b>	<b>Proposed maximum offering price per share(2)</b>	<b>Proposed maximum aggregate offering price</b>	<b>Amount of registration fee</b>
Common Stock, par value \$0.01 per share.	400,000 shares	\$ 14.01	\$ 5,604,000	\$ 727.40

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of the Registrant's common stock that become issuable under the Registrant's 2012 Stock-Based Compensation Plan as the result of any stock splits, stock dividends or similar transactions.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and (h) of the Securities Act, based upon the average of the high and low price of the Registrant's common stock on April 9, 2020 as reported on The Nasdaq Global Market.

## EXPLANATORY NOTE

Pursuant to General Instruction E of Form S-8, this Registration Statement on Form S-8 (this “Registration Statement”) is being filed to register an additional 400,000 shares of common stock, par value \$0.01 per share (the “Common Stock”), of Wayside Technology Group, Inc., a Delaware corporation (the “Company”), under the Company’s 2012 Stock-Based Compensation Plan (the “Plan”). On June 6, 2018, the stockholders of the Company approved an amendment to the Plan (the “Plan Amendment”) that increased the aggregate number of shares of Common Stock that may be issued under the Plan from 600,000 to 1,000,000.

The Company filed a Registration Statement on Form S-8 (File No. 333-184573) (the “2012 Registration Statement”) on October 24, 2012 registering 600,000 shares of Common Stock under the Plan. The Company hereby incorporates by reference the contents of the 2012 Registration Statement to the extent not otherwise amended or superseded by the contents of this Registration Statement.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

The following documents, together with any amendments thereof, filed with the Commission by the Company are incorporated by reference in this Registration Statement:

- (a) The Company’s Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2019, filed with the Commission on March 4, 2020;
- (b) The Company’s Current Reports on Form 8-K filed with the Commission on [January 21, 2020](#), [March 13, 2020](#) and [March 16, 2020](#);
- (c) The description of the Common Stock contained in the Company’s Registration Statement on Form 8-A, filed with the Commission on July 18, 1995, including any amendment or reports filed for the purpose of updating such description; and
- (d) All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, before filing a post-effective amendment to this Registration Statement that indicates that all of the shares of Common Stock offered have been sold or which deregisters all of such shares the remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents.

Any statement contained in a document incorporated by reference herein 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 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.

**Item 8. Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
4.1	Form of Amended and Restated Certificate of Incorporation of the Company (1)
4.2	<a href="#">Certificate of Amendment of Restated Certificate of Incorporation of the Company (2)</a>
4.3	Amended and Restated By-Laws of the Company (1)
4.4	Specimen of Common Stock Certificate (1)
5.1 *	<a href="#">Opinion of Venable LLP</a>
23.1 *	<a href="#">Consent of BDO USA, LLP</a>
23.2*	<a href="#">Consent of Venable LLP (included in Exhibit 5.1)</a>
24.1*	Power of Attorney (included on signature page to this Registration Statement)
99.1	<a href="#">2012 Stock-Based Compensation Plan (3)</a>
99.2	<a href="#">Amendment to the Wayside Technology Group, Inc. 2012 Stock-Based Compensation Plan (4)</a>
99.2	<a href="#">Amendment to the Wayside Technology Group, Inc. 2012 Stock-Based Compensation Plan (5)</a>

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- (1) Incorporated by reference to Exhibits 3.1, 3.2 and 4.1 to the Company's Registration Statement on Form S-1 or amendments thereto (File No. 333-92810) filed on May 30, 1995, July 7, 1995 and July 18, 1995.
- (2) Incorporated by reference to Exhibit 3.1(a) to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2006 filed on November 3, 2006.
- (3) Incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2012 filed on August 3, 2012.
- (4) Incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Commission on June 8, 2018.
- (5) Incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2019, filed with the Commission on May 9, 2019.

\* filed herewith.

## 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 Eatontown, New Jersey, on April 14, 2020.

### WAYSIDE TECHNOLOGY GROUP, INC.

By: /s/ Dale Foster  
Dale Foster  
Chief Executive Officer

Each person whose name appears below hereby constitutes and appoints Dale Foster and Michael Vesey, and each of them, as his or her attorney-in-fact and agent, with full power of substitution and resubstitution for him or her in any and all capacities, to sign any or all amendments or post-effective amendments to this Registration Statement, or any Registration Statement for the same offering that is to be effective upon filing pursuant to Rule 462(b) under the Securities Act of 1933, and to file same, with exhibits thereto and other documents in connection therewith or in connection with the registration of the shares of common stock under the Securities Exchange Act of 1934, as amended, with the Securities and Exchange Commission, granting unto such attorney-in-fact and agent or his substitutes may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Dale Foster</u> Dale Foster	Chief Executive Officer and Director (Principal Executive Officer)	April 14, 2020
<u>/s/ Michael Vesey</u> Michael Vesey	Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	April 14, 2020
<u>/s/ Jeffrey Geygan</u> Jeffrey Geygan	Director	April 14, 2020
<u>/s/ Diana Kurty</u> Diana Kurty	Director	April 14, 2020
<u>/s/ Mike Faith</u> Mike Faith	Director	April 14, 2020
<u>/s/ John McCarthy</u> John McCarthy	Director	April 14, 2020
<u>/s/ Andrew Bryant</u> Andrew Bryant	Director	April 14, 2020
<u>/s/ Ross Crane</u> Ross Crane	Director	April 14, 2020

## [LETTERHEAD OF VENABLE LLP]

April 14, 2020

Wayside Technology Group, Inc.  
4 Industrial Way West  
Suite 300  
Eatontown, New Jersey, 07724

Re: Wayside Technology Group, Inc. – Registration Statement on Form S-8

Ladies and Gentlemen:

We have served as counsel to Wayside Technology Group, Inc., a Delaware corporation (the “Company”), in connection with certain matters of Delaware law relating to the registration by the Company of up to 400,000 shares (the “Shares”) of common stock, par value \$0.01 per share (the “Common Stock”), of the Company, that the Company may issue pursuant to the Company’s 2012 Stock-Based Compensation Plan, as amended (the “Plan”), covered by the Registration Statement on Form S-8, and all amendments thereto (the “Registration Statement”), as filed with the United States Securities and Exchange Commission (the “Commission”) by the Company on or about the date hereof under the Securities Act of 1933, as amended (the “1933 Act”).

In connection with our representation of the Company, and as a basis for the opinion hereinafter set forth, we have examined originals, or copies certified or otherwise identified to our satisfaction, of the following documents (collectively, the “Documents”):

1. The Registration Statement in the form in which it was transmitted to the Commission under the 1933 Act;
  2. The Certificate of Incorporation of the Company, as amended and restated, certified by the Secretary of State of the State of Delaware (the “Secretary of State”);
  3. The Bylaws of the Company, certified as of the date hereof by an officer of the Company;
  4. Resolutions (the “Resolutions”) adopted by the Board of Directors of the Company (the “Board”) relating to the approval of an amendment to the Plan to increase the number of shares of Common Stock issuable pursuant to the Plan from 600,000 to 1,000,000 (the “Amendment”) and the issuance of the Shares, certified as of the date hereof by an officer of the Company;
  5. The Final Report of the Inspector of Election for the 2018 Annual Meeting of Stockholders of the Company held on June 6, 2018, approving the Amendment, certified as of the date hereof by an officer of the Company;
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6. The Plan, certified as of the date hereof by an officer of the Company;
7. A certificate of the Secretary of State as to the good standing of the Company, dated as of a recent date;
8. A certificate executed by an officer of the Company, dated as of the date hereof; and
9. Such other documents and matters as we have deemed necessary or appropriate to express the opinion set forth in this letter, subject to the assumptions, limitations and qualifications stated herein.

In expressing the opinion set forth below, we have assumed the following:

1. Each individual executing any of the Documents, whether on behalf of such individual or another person, is legally competent to do so.
  2. Each individual executing any of the Documents on behalf of a party (other than the Company) is duly authorized to do so.
  3. Each of the parties (other than the Company) executing any of the Documents has duly and validly executed and delivered each of the Documents to which such party is a signatory, and the obligations of such party set forth therein are legal, valid and binding and are enforceable in accordance with all stated terms.
  4. All Documents submitted to us as originals are authentic. The form and content of all Documents submitted to us as unexecuted drafts do not differ in any respect relevant to this opinion from the form and content of such Documents as executed and delivered. All Documents submitted to us as certified or photostatic copies conform to the original documents. All signatures on all Documents are genuine. All public records reviewed or relied upon by us or on our behalf are true and complete. All representations, warranties, statements and information contained in the Documents are true and complete. There has been no oral or written modification of or amendment to any of the Documents, and there has been no waiver of any provision of any of the Documents, by action or omission of the parties or otherwise.
  5. Upon issuance of any of the Shares, the total number of shares of Common Stock issued and outstanding will not exceed the total number of shares of Common Stock that the Company is then authorized to issue.
  6. Each option, deferred stock award, restricted stock award, stock bonus award, stock appreciation right, stock unit award or other security exercisable or exchangeable for a Share will have been duly authorized, validly granted and duly exercised or exchanged in
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accordance with the terms of the Plan, including any stock option, deferred stock, restricted stock, stock bonus, stock appreciation right, stock unit or similar agreement entered into in connection therewith, at the time of any exercise of such option, deferred stock award, restricted stock award, stock bonus award, stock appreciation right, stock unit award or other security.

Based upon the foregoing, and subject to the assumptions, limitations and qualifications stated herein, it is our opinion that:

1. The Company has been duly incorporated and is validly existing under the laws of the State of Delaware and is in good standing with the Secretary of State.

2. The Shares have been duly authorized and, when and if issued and delivered in accordance with the Plan, the Resolutions and any stock option agreement, restricted stock agreement or other form of award agreement utilized under the Plan, will be validly issued, fully paid and nonassessable.

The foregoing opinion is limited to the substantive laws of the State of Delaware, and we do not express any opinion herein concerning federal law or the laws of any other state. We express no opinion as to compliance with any federal or state securities laws, including the securities laws of the State of Delaware, or as to federal or state laws regarding fraudulent transfers. To the extent that any matter as to which our opinion is expressed herein would be governed by the laws of any jurisdiction other than the State of Delaware, we do not express any opinion on such matter.

The opinion expressed herein is limited to the matters specifically set forth herein and no other opinion shall be inferred beyond the matters expressly stated. We assume no obligation to supplement this opinion if any applicable law changes after the date hereof or if we become aware of any fact that might change the opinion expressed herein after the date hereof.

This opinion is being furnished to you for submission to the Commission as an exhibit to the Registration Statement. We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the use of the name of our firm therein. In giving this consent, we do not admit that we are within the category of persons whose consent is required by Section 7 of the 1933 Act.

Very truly yours,  
/s/ Venable LLP

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Consent of Independent Registered Public Accounting Firm

Wayside Technology Group, Inc. and Subsidiaries  
Eatontown, New Jersey

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 4, 2020, relating to the consolidated financial statements and financial statement schedule of Wayside Technology Group, Inc. and Subsidiaries appearing in the Company's Annual Report on Form 10-K for the year ended December 31, 2019.

/s/BDO USA, LLP  
Woodbridge, New Jersey

April 14, 2020

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