

As filed with the Securities and Exchange Commission on November 8, 2000  
Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

TRANSACT TECHNOLOGIES INCORPORATED  
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

Delaware  
(STATE OR OTHER JURISDICTION OF  
INCORPORATION OR ORGANIZATION)

06-1456680  
(I.R.S. EMPLOYER  
IDENTIFICATION NO.)

7 Laser Lane, Wallingford, Connecticut  
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

06492  
(ZIP CODE)

TransAct Technologies Incorporated Non-Employee Directors' Stock Plan  
(FULL TITLE OF THE PLAN)

Richard L. Cote  
Executive Vice President, Chief Financial Officer, Secretary and Treasurer  
TransAct Technologies Incorporated  
7 Laser Lane  
Wallingford, Connecticut 06492  
(NAME AND ADDRESS OF AGENT FOR SERVICE)

(203) 269-1198  
(TELEPHONE NUMBER, INCLUDING AREA CODE, OF AGENT FOR SERVICE)

Copy to:

Thomas A. Klee, Esq.  
Shipman & Goodwin LLP  
One American Row  
Hartford, Connecticut 06103  
(860) 251-5000

CALCULATION OF REGISTRATION FEE

TITLE OF SECURITIES TO BE REGISTERED -----	AMOUNT TO BE REGISTERED -----	PROPOSED MAXIMUM OFFERING PRICE PER UNIT (1) -----	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE -----	AMOUNT OF REGISTRATION FEE -----
Common Stock, par value \$0.01.....	70,000 shares	\$7.1565	\$500,955	\$132.76

- (1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) under the Securities Act of 1933 based on the average of the high and low prices reported on the Nasdaq National Market on November 1, 2000.

Pursuant to Rule 429 under the Securities Act of 1933, the prospectus relating to the securities registered under this Registration Statement also relates to Registration Statement No. 333-32705, filed August 1, 1997.

## STATEMENT PURSUANT TO GENERAL INSTRUCTION E OF FORM S-8

This Registration Statement relates to the registration of additional shares of Common Stock, par value \$0.01 per share, of TransAct Technologies Incorporated, the same class of securities as registered on Form S-8 for TransAct Technologies Incorporated Non-Employee Directors' Stock Plan, Registration Statement No. 333-32705. The contents of the prior Registration Statement are incorporated in this Registration Statement by reference.

## SIGNATURES

Pursuant to 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 Wallingford, State of Connecticut, on November 8, 2000.

## TRANSACTION TECHNOLOGIES INCORPORATED

By: /s/ Bart C. Shuldman  
Bart C. Shuldman  
President and Chief Executive Officer

## POWER OF ATTORNEY

Know All Persons by These Presents, that each person whose signature appears below constitutes and appoints Bart C. Shuldman and Richard L. Cote and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution for him and in his name, place and stead, in any and all capacities to sign any and all amendments (including post-effective amendments) to this registration statement, and to file same, with all exhibits thereto, and other documents in connection therewith, with full power and authority to do and perform each and every act and thing requisite or 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, of their or his substitute or substitutes, may lawfully 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 by the following persons in the capacities and on the dates indicated.

SIGNATURE -----	TITLE -----	DATE ----
/s/Bart C. Shuldman ----- BART C. SHULDMAN	President, Chief Executive Officer and Director (Principal Executive Officer)	November 8, 2000
/s/Richard L. Cote ----- RICHARD L. COTE	Executive Vice President, Chief Financial Officer, Secretary, Treasurer and Director (Principal Financial Officer)	November 8, 2000
/s/Thomas R. Schwarz ----- THOMAS R. SCHWARZ	Chairman of the Board and Director	November 8, 2000
/s/Graham Y. Tanaka ----- GRAHAM Y. TANAKA	Director	November 8, 2000
/s/Charles A. Dill ----- CHARLES A. DILL	Director	November 8, 2000
/s/Jeffrey T. Leeds ----- JEFFREY T. LEEDS	Director	November 8, 2000
/s/Steven A. DeMartino ----- STEVEN A. DeMARTINO	Vice President and Corporate Controller (Principal Accounting Officer)	November 8, 2000

## EXHIBIT INDEX

Exhibit No.	Description
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5.1	Opinion of Shipman & Goodwin LLP as to the legality of the securities being registered.
23.1	Consent of Shipman & Goodwin LLP (included in Exhibit 5.1).
23.2	Consent of PricewaterhouseCoopers LLP.

Shipman & Goodwin LLP  
Counselors at Law

One American Row  
Hartford, CT 06103  
Tel (860) 251-5000

November 7, 2000

TransAct Technologies Incorporated  
7 Laser Lane  
Wallingford, CT 06492

Re: Registration Statement on Form S-8 Relating to Shares  
of Common Stock of TransAct Technologies Incorporated  
Issuable under its Non-Employee Directors' Stock Plan

Ladies and Gentlemen:

As counsel for TransAct Technologies Incorporated, a Delaware corporation (the "Company"), we are furnishing you with this opinion in connection with the issuance of an additional 70,000 shares of Common Stock of the Company (the "Shares") pursuant to the above-referenced Plan (the "Plan"), to which the above-referenced Registration Statement relates.

As counsel to the Company, we have examined the Registration Statement and such other documents as we have deemed necessary or appropriate in order to express the opinion set forth below. In connection with our opinion hereinafter given, we have examined and relied upon originals, or copies, certified or otherwise, identified to our satisfaction, of such agreements, documents, certificates and other statements of government officials, corporate officers and representatives, and such other documents as we have deemed relevant and necessary as a basis for such opinion. In such examination, we have assumed the genuineness of all signatures and the authenticity of all documents submitted to us as originals and the conformity with the original documents of documents submitted to us as copies.

Based upon the foregoing, we are of the opinion that the Shares, when issued as contemplated by the Plan and the Registration Statement, will be duly authorized and legally issued, fully paid and non-assessable.

We hereby consent to the use of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not hereby admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Securities and Exchange Commission.

Very truly yours,

/s/ Shipman & Goodwin LLP

## CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 14, 2000 relating to the financial statements and financial statement schedules of Transact Technologies Incorporated, which appears in Transact Technologies Incorporated's Annual Report on Form 10-K for the year ended December 31, 1999.

/s/ PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP  
Hartford, Connecticut  
November 8, 2000