

---

UNITES STATES  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

---

**FORM S-8**

**REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933**

**DAG MEDIA, INC.**

(Exact Name of Registrant as Specified in Its Charter)

New York (State or Other Jurisdiction of Incorporation or Organization)	13-3474831 (I.R.S. Employer Identification No.)
125-10 Queens Boulevard Kew Gardens, New York (Address of Principal Executive Offices)	11415 (Zip Code)

-----  
DAG Media, Inc.

1999 Stock Option Plan  
(Full Title of the Plan)

Assaf Ran  
President and Chief Executive Officer  
125-10 Queens Boulevard  
Kew Gardens, New York 11415  
(Name and Address of Agent For Service)

(718) 520-1000  
(Telephone Number, Including Area Code, of Agent For Service)

Copies of all communications to:

David J. Sorin, Esq.  
Morgan, Lewis & Bockius, LLP  
502 Carnegie Center  
Princeton, New Jersey 08540  
(609) 919-6600

## 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, par value \$0.001 per share:				
Issuable pursuant to options to be granted under the 1999 Stock Option Plan:	193,000	2.85 (2)	\$550,050 (2)	\$64.74
Issuable pursuant to options previously granted under the 1999 Stock Option Plan:	223,000	\$3.50 (3)	\$780,500 (3)	\$91.87
<b>Total:</b>	<b>416,000 (4)</b>		<b>\$1,330,550</b>	<b>\$156.61</b>

(1) In accordance with Rule 416 under the Securities Act of 1933, as amended, this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.

(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act of 1933, as amended, and based upon the average of the high and low prices of the Registrant's Common Stock as reported on the Nasdaq SmallCap Market on August 5, 2005.

(3) Pursuant to Rule 457(h), these prices are calculated based on the weighted average exercise price of \$3.50 per share covering 223,000 shares subject to stock options granted under the 1999 Stock Option Plan.

(4) Consists of 416,000 shares issued or issuable under the 1999 Stock Option Plan, excluding a total of 24,000 shares that have been exercised.

## STATEMENT OF INCORPORATION BY REFERENCE

This registration statement on Form S-8 is filed to register the offer and sale of an additional 416,000 shares of the Registrant's Common Stock, \$0.001 par value per share, issued or to be issued under the 1999 Stock Option Plan of DAG Media, Inc. This registration statement incorporates by reference the contents of the registration statement on Form S-8, File No. 333-82374, filed by the Registrant on February 8, 2002 relating to the Registrant's 1999 Stock Option Plan, except for Item 5, Interests of Named Experts and Counsel, and Item 8, Exhibits.

### **Item 5. Interests of Named Experts and Counsel.**

Morgan, Lewis & Bockius, LLP has opined as to the legality of the securities being offered by this registration statement.

### **Item 8. Exhibits.**

The Exhibit Index immediately preceding the exhibits is incorporated herein by reference.

**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 Kew Gardens, New York on this 11th day of August, 2005.

**DAG MEDIA, INC.**

By: /s/ Assaf Ran

-----  
Assaf Ran  
President and Chief Executive Officer

## POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of DAG Media, Inc., hereby severally constitute and appoint Assaf Ran and Yael Shimor-Golan, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the registration statement on Form S-8 filed herewith and any and all subsequent amendments to said registration statement, and generally to do all such things in our names and on our behalf in our capacities as officers and directors to enable DAG Media, Inc. to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said registration statement and any and all amendments thereto.

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/ Assaf Ran ----- Assaf Ran	President, Chief Executive Officer and Director (Principal Executive Officer)	August 11, 2005
/s/ Yael Shimor-Golan ----- Yael Shimor-Golan	Chief Financial Officer (Principal Financial and Accounting Officer)	August 11, 2005
/s/ Michael Jackson ----- Michael Jackson	Director	August 11, 2005
/s/ Phillip Michals ----- Phillip Michals	Director	August 11, 2005
/s/ Eran Goldshmid ----- Eran Goldshmid	Director	August 11, 2005

## INDEX TO EXHIBITS

Number	Description
4.1(1)	Certificate of Incorporation of the Registrant
4.2(2)	Amended and Restated By-Laws of the Registrant
5	Opinion of Morgan, Lewis & Bockius LLP, counsel to the Registrant
23.1	Consent of Morgan, Lewis & Bockius LLP (included in Exhibit 5)
23.2	Consent of Goldstein Golub Kessler, LLP
24	Power of attorney (included on the signature pages of this registration statement)
99(3)	1999 Stock Option Plan, as amended

-----

- (1) Previously filed with the Securities and Exchange Commission as an Exhibit to the Registrant's Form SB-2 on March 10, 1999 and incorporated herein by reference.
- (2) Previously filed with the Securities and Exchange Commission as an Exhibit to the Registrant's Form 10-QSB on July 29, 2005 and incorporated herein by reference.
- (3) Previously filed with the Securities and Exchange Commission as an Exhibit to the Registrant's Form 10-QSB on July 29, 2005 and incorporated herein by reference.

**Exhibit 5**

August 11, 2005

DAG Media, Inc.  
125-10 Queens Boulevard  
Kew Gardens, New York 11415

RE: DAG Media, Inc., Registration Statement on Form S-8

Dear Ladies and Gentlemen:

We have acted as counsel to DAG Media, Inc., a New York corporation (the "Company"), in connection with the preparation of a Registration Statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Act"). The Registration Statement relates to the registration of an additional 416,000 shares of the Company's common stock issuable under the Company's 1999 Stock Option Plan (the "Shares").

In connection with this opinion letter, we have examined the Registration Statement and originals, or copies certified or otherwise identified to our satisfaction, of the Certificate of Incorporation and Bylaws of the Company and such other documents, records and other instruments as we have deemed appropriate for purposes of the opinion set forth herein.

We have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of the documents submitted to us as originals, the conformity with the originals of all documents submitted to us as certified, facsimile or photostatic copies and the authenticity of the originals of all document submitted to us as copies.

Based upon the foregoing, we are of the opinion that the Shares have been duly authorized by the Company and, when issued and sold by the Company and delivered by the Company against receipt of the purchase price therefor, in the manner contemplated by the Company's 1999 Stock Option Plan, will be validly issued, fully paid and non-assessable.

The opinions expressed herein are limited to the laws of the State of New York.

We hereby consent to the use of this opinion as Exhibit 5 to the Registration Statement. In giving such consent, we do not hereby admit that we are acting within the category of persons whose consent is required under Section 7 of the Act or the rules or regulations of the Securities and Exchange Commission thereunder.

Very truly yours,

*/s/ Morgan, Lewis & Bockius LLP*

*MORGAN, LEWIS & BOCKIUS LLP*

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors  
DAG Media, Inc.

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 pertaining to the 1999 Stock Option Plan of DAG Media, Inc. of our report dated January 21, 2005, with respect to the consolidated financial statements of DAG Media, Inc. included in its annual report on Form 10-KSB/A for the year ended December 31, 2004, filed with the Securities and Exchange Commission.

*/s/ Goldstein Golub Kessler LLP  
Goldstein Golub Kessler LLP  
New York, New York*

*August 11, 2005*

---

**End of Filing**

Powered By **EDGAR**  
Online

**© 2005 | EDGAR Online, Inc.**