

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

**FORM S-8**

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

**ULTRALIFE CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**16-1387013**

(I.R.S Employer Identification No.)

**2000 Technology Parkway  
Newark, New York 14513**

(Address of Principal Executive Offices) (Zip Code)

**Ultralife Corporation**

**Non-Statutory Stock Option Granted to Philip A. Fain**

(Full title of the plan)

**John D. Kavazanjian**

**President and Chief Executive Officer**

**Ultralife Corporation**

**2000 Technology Parkway**

**Newark, New York 14513**

(Name and address of agent for service)

**315-332-7100**

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

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. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

**CALCULATION OF REGISTRATION FEE**

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share <sup>(1)</sup>	Proposed maximum aggregate offering price <sup>(1)</sup>	Amount of registration fee
Common Stock, par value \$.10 per share	50,000	\$9.02	\$451,000	\$17.72

(1) Estimated in accordance with Rule 457(c), as of November 9, 2008, solely for the purpose of calculating the registration fee.

In addition, pursuant to Rule 416 under the Securities Act of 1933, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the stock option described herein.

This Registration Statement on Form S-8 relates to the non-statutory stock option granted by the Company on March 7, 2008 to Philip A. Fain, its Vice President of Corporate Development, to acquire up to 50,000 shares of the Company's Common Stock.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

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

The following documents of the Registrant previously filed with the Securities and Exchange Commission are incorporated herein by reference:

- (a) the Registrant's Annual Report on Form 10-K for the year ended December 31, 2007;
- (b) the Registrant's Definitive Proxy Statement on Schedule 14A filed with the Commission on April 29, 2008;
- (c) the Registrant's Quarterly Reports on Form 10-Q for the three-months ended March 29, 2008, the three and six months ended June 28, 2008 and the three and nine months ended September 27, 2008;
- (d) the Registrant's Current Reports on Form 8-K filed January 14, 2008, Form 8-K/A (Amendment No. 1) filed January 30, 2008, Form 8-K filed April 23, 2008, Form 8-K filed June 9, 2008, Form 8-K filed June 11, 2008, Form 8-K filed July 10, 2008, Form 8-K filed July 31, 2008, Form 8-K filed October 30, 2008 and Form 8-K filed November 4, 2008; and
- (e) the description of the Registrant's Common Stock, par value \$.10 per share, contained in the Registrant's Registration Statement on Form S-1 (Registration No. 33-54470), filed with the Securities and Exchange Commission on December 23, 1992.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), after the date of this Registration Statement (and prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all 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 filing of such documents.

#### Item 4. Description of Securities

Not Applicable.

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

Not Applicable.

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## Item 6. Indemnification of Directors and Officers

The Company's Certificate of Incorporation and By-laws, each as amended, provide for elimination of the liability of Directors to the Registrant to the fullest extent permitted by Section 102(7)(b) of the Delaware General Corporation Law, as the same may be amended and supplemented.

The Registrant's Certificate of Incorporation, as amended, provides, in accordance with the Delaware General Corporation Law, that Directors are not liable to the Registrant or its stockholders for monetary damages for breaches of fiduciary duty as a Director, except for liability (i) for any breach of the Director's duty of loyalty to the Registrant or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for dividend payments or stock repurchases in violation of the Delaware General Corporation Law, or (iv) for any transaction from which the Director derived any improper personal benefit.

The Certificate of Incorporation and the By-laws of the Registrant include provisions by which the Registrant will indemnify all persons whom it shall have the power to indemnify under Section 145 of the Delaware General Corporation Law from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said section. The indemnification provided for in Section 145 shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

The general effect of these provisions will be to eliminate the rights of the Registrant and its stockholders (through stockholders' derivative suits on behalf of the Registrant) to recover monetary damages in the event of a breach of fiduciary duty as a director (including breach of duty in the case of negligence or grossly negligent behavior) except in the situations as described above. These provisions will not affect the availability of injunctive relief against directors of the Registrant (although such relief may not always be available as a practical matter) nor will it limit directors' liability for violations of the federal securities laws.

## Item 7. Exemption from Registration Claimed

Not Applicable.

## Item 8. Exhibits

- 4.1 Restated Certificate of Incorporation of the Registrant\*
- 4.2 By-laws of the Registrant (Exhibit 3.2)(1)
- 4.3 Form of Common Stock Certificate of the Registrant (Exhibit 4.1)(1)
- 5.1 Opinion of Harter, Secrest & Emery LLP\*
- 23.1 Consent of BDO Seidman LLP\*
- 23.2 Consent of Harter, Secrest & Emery LLP(2)
- 99.1 Ultralife Corporation Non-Statutory Stock Option Award to Philip A. Fain\*

\*Exhibit filed with this Registration Statement

(1) Exhibit previously filed as part of and is incorporated by reference to the Registrant's Registration Statement on Form S-1 (Registration No. 33-544701). The exhibit number contained in parenthesis refers to the exhibit number in such Registration Statement.

(2) Included in Exhibit 5.1 to this Registration Statement.

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## Item 9. Undertakings

(a) The undersigned Registrant hereby undertakes (subject to the proviso contained in Item 512(a) of Regulation S-K):

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

(i) to include any prospectus required by Section 10(a)(3) of the Securities Act of 1933, as amended (the "Securities Act");

(ii) 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 thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement;

(iii) 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;

(2) that, for the purpose of determining any liability under the Securities 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;

(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.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities 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 herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers, controlling persons of the Registrant pursuant to the provisions described under Item 6 above, 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 Securities 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

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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 of whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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## 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 Village of Newark, State of New York, on this 12<sup>th</sup> day of November 2008.

### ULTRALIFE CORPORATION

By: /s/ John D. Kavazanjian  
Name: John D. Kavazanjian  
Title: President and Chief Executive Officer

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

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ John D. Kavazanjian</u> John D. Kavazanjian	President and Chief Executive Officer and Director (Principal Executive Officer)	November 12, 2008
<u>/s/ Robert W. Fishback</u> Robert W. Fishback	Vice President-Finance and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	November 12, 2008
<u>/s/ Carole L. Anderson</u> Carole L. Anderson	Director	November 12, 2008
<u>/s/ Patricia C. Barron</u> Patricia C. Barron	Director	November 12, 2008
<u>/s/ Anthony J. Cavanna</u> Anthony J. Cavanna	Director	November 12, 2008
<u>/s/ Paula H. J. Cholmondeley</u> Paula H. J. Cholmondeley	Director	November 12, 2008
<u>/s/ Daniel W. Christman</u> Daniel W. Christman	Director	November 12, 2008
<u>/s/ John D. Kavazanjian</u> John D. Kavazanjian	Director	November 12, 2008
<u>Ranjit C. Singh</u>	Director	
<u>/s/ Bradford T. Whitmore</u> Bradford T. Whitmore	Director	November 12, 2008

**CERTIFICATE OF AMENDMENT  
TO  
THE RESTATED CERTIFICATE OF INCORPORATION  
OF  
ULTRALIFE BATTERIES, INC.**

Ultralife Batteries, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, **DOES HEREBY CERTIFY:**

**FIRST:** That the Board of Directors of said corporation, at a meeting duly convened and held on March 6, 2008, adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Restated Certificate of Incorporation of Ultralife Batteries, Inc. be amended by changing the First Article to change the name of the corporation so that, as amended, said Article shall read as follows:

“The name of the corporation shall be Ultralife Corporation.”

**SECOND:** That such amendment has been duly adopted by the affirmative vote of the holders of a majority of the stock entitled to vote at the annual meeting of stockholders in accordance with the provisions of the General Corporation Law of the State of Delaware.

**IN WITNESS WHEREOF**, the above mentioned corporation has caused this certificate to be signed by Peter F. Comerford, its Vice President of Administration and General Counsel, this 5th day of June, 2008.

By: /s/ Peter F. Comerford

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Peter F. Comerford,  
Vice President of Administration and  
General Counsel

## [LETTERHEAD OF HARTER SECREST &amp; EMERY LLP]

November 12, 2008

Ultralife Corporation  
2000 Technology Parkway  
Newark, New York 14513

Re: Ultralife Corporation  
Registration Statement on Form S-8

Ladies and Gentlemen:

You have requested our opinion in connection with your Registration Statement on Form S-8, filed under the Securities Act of 1933, as amended (the "Registration Statement"), with the Securities and Exchange Commission in respect of the proposed issuance by Ultralife Corporation (the "Company") of up to 50,000 additional shares of Common Stock, par value \$.10 per share (the "Common Stock"), of the Company pursuant to the non-statutory stock option granted to Phillip A. Fain (the "Option").

We have examined the following corporate records and proceedings of the Company in connection with the preparation of this opinion: its Certificate of Incorporation as amended and restated to date; its By-laws as currently in force and effect; its minute books, containing minutes and records of proceedings of its stockholders and its Board of Directors from the date of incorporation to the date hereof; the Registration Statement and the related exhibits thereto; applicable provisions of law of the State of Delaware; and such other documents and matters as we have deemed necessary.

In rendering this opinion, we have made such examination of laws as we have deemed relevant to the purposes hereof. As to various questions of fact material to this opinion, we have relied upon representations and/or certificates of officers of the Company, certificates and documents issued by public officials and authorities, and information received from searches of public records. Based upon and in reliance on the foregoing, we are of the opinion that the 50,000 shares of Common Stock to be issued by the Company will, when issued and, where required, paid for in accordance with the provisions of the Option, be validly authorized and legally issued and outstanding, fully paid and non-assessable.

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We hereby consent to being named in the Registration Statement as attorneys who will, for the Company, pass upon the validity of the issuance of the additional 50,000 shares of Common Stock offered thereby, and we hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement.

Very truly yours,

/s/ Harter Secrest & Emery LLP

Consent of Independent Registered Public Accounting Firm

Ultralife Corporation  
2000 Technology Parkway  
Newark, NY 14513

We hereby consent to the incorporation by reference, in this registration statement on Form S-8 of Ultralife Corporation, of our reports dated March 19, 2008, relating to the consolidated financial statements and schedule and the effectiveness of internal control over financial reporting, appearing in the Annual Report on Form 10-K of Ultralife Corporation (formerly known as Ultralife Batteries, Inc.) for the year ended December 31, 2007.

/s/ BDO Seidman, LLP  
Troy, Michigan  
November 12, 2008

**Notice of Grant of Stock Options  
and Option Agreement**

**Ultralife Corporation**  
**ID:** 16-1387013  
 2000 Technology Parkway  
 Newark, NY 14513-2175

**Amended and Replaces Notice and  
Agreement Dated March 11, 2008**

**Philip Fain**

**Option Number: 00001773**  
**Plan: NP05**

Effective 3/7/2008, you have been granted a(n) Non-Qualified Stock Option to buy 50,000 shares of Ultralife Corporation (the Company) stock at \$12.7385 per share. This option has been granted to you outside of the Company's Amended and Restated Long-Term Incentive Plan (LTIP).

The total option price of the shares granted is \$636,925.00.

Shares in each period will become fully vested on the date shown.

<u>Shares</u>	<u>Vest Type</u>	<u>Full Vest</u>	<u>Expiration</u>
16,667	On Vest Date	3/7/2009	3/7/2015
16,666	On Vest Date	3/7/2010	3/7/2015
16,667	On Vest Date	3/7/2011	3/7/2015

By your signature and the Company's signature below, you and the Company agree that this option is granted outside of the Company's LTIP, but that this option is incorporated by reference and governed by the terms and conditions of the Company's LTIP as amended and the Option Agreement, all of which are attached and made a part of this document.

\_\_\_\_\_  
 Ultralife Corporation

\_\_\_\_\_  
 Date

\_\_\_\_\_  
 Philip Fain

\_\_\_\_\_  
 Date