

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON MAY 14, 1998
REGISTRATION STATEMENT NO. 333-

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

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

DELAWARE
(STATE OR OTHER JURISDICTION
OF INCORPORATION OR ORGANIZATION)

7372
(PRIMARY STANDARD INDUSTRIAL
CLASSIFICATION CODE NUMBER)

77-0315081
(I.R.S. EMPLOYER
IDENTIFICATION NO.)

501 MACARA AVENUE
SUNNYVALE, CA 94086
(408) 990-7000

(ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING AREA CODE, OF
REGISTRANT'S PRINCIPAL EXECUTIVE OFFICES)

DAVID W. DORMAN
PRESIDENT AND CHIEF EXECUTIVE OFFICER
CHAIRMAN OF THE BOARD
POINTCAST INCORPORATED,
501 MACARA AVENUE
SUNNYVALE, CA 94086
(408) 990-7000

(NAME, ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING AREA CODE,
OF AGENT FOR SERVICE)

COPIES TO:

LARRY W. SONSINI, ESQ.
JUDITH M. O'BRIEN, ESQ.
DONNA M. PETKANICS, ESQ.
BRUCE M. MCNAMARA, ESQ.
WILSON SONSINI GOODRICH & ROSATI
PROFESSIONAL CORPORATION
650 PAGE MILL ROAD
PALO ALTO, CA 94304
(650) 493-9300

SCOTT C. DETTMER, ESQ.
BENNETT L. YEE, ESQ.
JONATHAN J. NOBLE, ESQ.
GUNDERSON DETTMER STOUGH
VILLENEUVE FRANKLIN & HACHIGIAN, LLP
155 CONSTITUTION DRIVE
MENLO PARK, CA 94025
(650) 321-2400

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: As soon as

practicable after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same

offering. If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.
 If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.
 If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED (1)	PROPOSED MAXIMUM OFFERING PRICE PER SHARE (2)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (2)	AMOUNT OF REGISTRATION FEE
Common Stock, \$0.001 par value.....	4,312,500 shares	\$12.00	\$51,750,000	\$15,266.25

- (1) Includes 562,500 shares issuable upon exercise of an option granted by the Company to the Underwriters to cover over-allotments, if any.
- (2) Estimated solely for the purpose of computing the registration fee pursuant to Rule 457.

THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(A) OF THE SECURITIES ACT OF 1933 OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(A), MAY DETERMINE.

+++++

+INFORMATION CONTAINED HEREIN IS SUBJECT TO COMPLETION OR AMENDMENT. A +
+REGISTRATION STATEMENT RELATING TO THESE SECURITIES HAS BEEN FILED WITH THE +
+SECURITIES AND EXCHANGE COMMISSION. THESE SECURITIES MAY NOT BE SOLD NOR MAY +
+OFFERS TO BUY BE ACCEPTED PRIOR TO THE TIME THE REGISTRATION STATEMENT +
+BECOMES EFFECTIVE. THIS PROSPECTUS SHALL NOT CONSTITUTE AN OFFER TO SELL OR +
+THE SOLICITATION OF AN OFFER TO BUY NOR SHALL THERE BE ANY SALE OF THESE +
+SECURITIES IN ANY STATE IN WHICH SUCH OFFER, SOLICITATION OR SALE WOULD BE +

+UNLAWFUL PRIOR TO THE REGISTRATION OR QUALIFICATION UNDER THE SECURITIES LAWS +
+OF ANY SUCH STATE. +

+++++ Subject to
Completion, dated May 14, 1998

PROSPECTUS

3,750,000 SHARES
POINTCAST INCORPORATED
COMMON STOCK

All of the shares of Common Stock offered hereby are being sold by PointCast Incorporated ("PointCast" or the "Company"). Prior to this offering, there has been no public market for the Common Stock of the Company. It is currently estimated that the initial public offering price will be between \$10.00 and \$12.00 per share. See "Underwriting" for a discussion of the factors to be considered in determining the initial public offering price. The Common Stock has been approved for quotation on the Nasdaq National Market, subject to notice of issuance, under the symbol "PCST."

THE SHARES OF COMMON STOCK OFFERED HEREBY INVOLVE A HIGH DEGREE OF RISK.
SEE "RISK FACTORS" BEGINNING ON PAGE 6.

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION NOR HAS THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

Table with 4 columns: PRICE TO PUBLIC, UNDERWRITING DISCOUNTS AND COMMISSIONS (1), PROCEEDS TO COMPANY (2), and Per Share. Total (3).

- (1) The Company has agreed to indemnify the Underwriters against certain liabilities, including liabilities under the Securities Act of 1933, as amended. See "Underwriting."
(2) Before deducting estimated expenses of \$850,000 payable by the Company.
(3) The Company has granted the Underwriters a 30-day option to purchase up to 562,500 additional shares of Common Stock on the same terms and conditions as set forth above, solely to cover over-allotments, if any. If such option is exercised in full, the total Price to Public, Underwriting Discounts and Commissions and Proceeds to Company will be \$, \$ and \$, respectively. See "Underwriting."

The shares of Common Stock offered by this Prospectus are offered by the Underwriters subject to prior sale, withdrawal, cancellation or modification of the offer without notice, to delivery and acceptance by the Underwriters and to certain further conditions. It is expected that delivery of certificates representing the shares of Common Stock will be made at the offices of Lehman Brothers Inc., New York, New York, on or about , 1998.

LEHMAN BROTHERS



10/24/2019

NASDAQ | SEC Filing

BT ALEX. BROWN
BANCAMERICA ROBERTSON STEPHENS

, 1998

Inside Front Cover of the Prospectus

The PointCast Network broadcasts news from approximately 700 sources, including: AccuWeather, Advertising Age, American Banker, American Medical Association, Associated Press, Aviation Week, Boston Globe, Business Wire, Chicago Tribune, CMPnet, CNN Interactive, CNNfn, Edgar Online, Fortune, Government Executive, Hoovers Online, International Mass Retail Association, Johns Hopkins Health News, Los Angeles Times, Money, Morningstar, National Association of Realtors, New York Times, Reuters, Standard & Poor's ComStock, Telecommunications Reports International, Wall Street Journal Interactive Edition, Washington Post, Zacks Investment Research, Zdnet

PointCast is partnering with vertical market leaders to provide content in the following industries: Aerospace - EDS, Automotive -- EDS, Banking and Finance -- KPMG, Consumer Markets -- KPMG, Federal Government -- BTG, Healthcare -- IntelliHealth and Perot Systems, Insurance -- KPMG, Real Estate -- RealSelect and Real Estate On-line, State and Local Government -- Ambac Connect, Telecommunications -- Coopers & Lybrand, Utilities/Energy -- Coopers & Lybrand

The PointCast Network Broadcasts Personalized News to Business consumers' PC Screens

(Picture of the ChannelViewer displaying the CNN channel)

(Picture of the ChannelViewer displaying the Wall Street Journal channel)

(Picture of the ChannelViewer displaying the Corporate Banking channel)

(Picture of the ChannelViewer displaying the Weather channel)

(Picture of the ChannelViewer displaying the New York Times channel)

The PointCast Network's SmartScreen technology replaces traditional screensavers with news broadcast directly to viewers' idle computer screens. The Corporate Banking Channel is expected to be released in June 1998.

(Picture of the ChannelViewer displaying the Company's channel)

With the click of a mouse, viewers receive personalized in-depth coverage in the PointCast Channel Viewer.

(Picture of the ticker)

The PointCast Network's scrolling ticker displays timely stock quotes, weather forecasts, news headlines, and other information.

CERTAIN PERSONS PARTICIPATING IN THIS OFFERING MAY ENGAGE IN TRANSACTIONS THAT STABILIZE, MAINTAIN OR OTHERWISE AFFECT THE MARKET PRICE OF THE COMMON STOCK OF THE COMPANY, INCLUDING EFFECTING SYNDICATE COVERING TRANSACTIONS, INITIATING BIDS OR EFFECTING PURCHASES ON THE NASDAQ NATIONAL MARKET FOR THE PURPOSE OF PREVENTING OR RETARDING A DECLINE IN THE MARKET PRICE OF THE COMMON

STOCK, OR IMPOSING PENALTY BIDS. FOR A DESCRIPTION OF THESE ACTIVITIES, SEE "UNDERWRITING."

Explore Litigation Insights

Docket Alarm provides insights to develop a more informed litigation strategy and the peace of mind of knowing you're on top of things.

Real-Time Litigation Alerts



Keep your litigation team up-to-date with **real-time alerts** and advanced team management tools built for the enterprise, all while greatly reducing PACER spend.

Our comprehensive service means we can handle Federal, State, and Administrative courts across the country.

Advanced Docket Research



With over 230 million records, Docket Alarm's cloud-native docket research platform finds what other services can't. Coverage includes Federal, State, plus PTAB, TTAB, ITC and NLRB decisions, all in one place.

Identify arguments that have been successful in the past with full text, pinpoint searching. Link to case law cited within any court document via Fastcase.

Analytics At Your Fingertips



Learn what happened the last time a particular judge, opposing counsel or company faced cases similar to yours.

Advanced out-of-the-box PTAB and TTAB analytics are always at your fingertips.

API

Docket Alarm offers a powerful API (application programming interface) to developers that want to integrate case filings into their apps.

LAW FIRMS

Build custom dashboards for your attorneys and clients with live data direct from the court.

Automate many repetitive legal tasks like conflict checks, document management, and marketing.

FINANCIAL INSTITUTIONS

Litigation and bankruptcy checks for companies and debtors.

E-DISCOVERY AND LEGAL VENDORS

Sync your system to PACER to automate legal marketing.