

As filed with the Securities and Exchange Commission on June 15, 2005

**SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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

**BLACK BOX CORPORATION**

(Exact name of registrant as specified in its charter)

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

**95-3086563**  
(I.R.S. Employer  
Identification No.)

**1000 Park Drive  
Lawrence, Pennsylvania 15055**  
(Address of principal executive offices)

**BLACK BOX CORPORATION  
1992 STOCK OPTION PLAN**  
(Full title of the plan)

**Christopher H. Gebhardt, Esquire**  
**General Counsel**  
**Black Box Corporation**  
**1000 Park Drive**  
**Lawrence, Pennsylvania 15055**  
(Name and address of agent for service)  
**724-873-6722**  
(Telephone number of agent for service)

**Copies of communications to:**  
Ronald Basso, Esquire  
Buchanan Ingersoll PC  
One Oxford Centre  
301 Grant Street, 20th Floor  
Pittsburgh, PA 15219-1410  
412-562-8800

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock (par value \$.001 per share)	448,195 shares <sup>(1)</sup>	\$ 34.290 <sup>(1)</sup>	\$ 15,368,606.55 <sup>(1)</sup>	\$ 1,808.88 <sup>(1)</sup>
	200,000 shares <sup>(1)</sup>	\$ 34.765 <sup>(1)</sup>	\$ 6,953,000.00 <sup>(1)</sup>	\$ 818.37 <sup>(1)</sup>
	4,000 shares <sup>(1)</sup>	\$ 36.155 <sup>(1)</sup>	\$ 144,620.00 <sup>(1)</sup>	\$ 17.02 <sup>(1)</sup>
	2,000 shares <sup>(1)</sup>	\$ 37.975 <sup>(1)</sup>	\$ 75,950.00 <sup>(1)</sup>	\$ 8.94 <sup>(1)</sup>
	5,000 shares <sup>(1)</sup>	\$ 41.900 <sup>(1)</sup>	\$ 209,500.00 <sup>(1)</sup>	\$ 24.66 <sup>(1)</sup>
	25,000 shares <sup>(1)</sup>	\$ 43.040 <sup>(1)</sup>	\$ 1,076,000.00 <sup>(1)</sup>	\$ 126.65 <sup>(1)</sup>
	33,000 shares <sup>(1)</sup>	\$ 34.165 <sup>(1)</sup>	\$ 1,127,445.00 <sup>(1)</sup>	\$ 132.70 <sup>(1)</sup>
	219,000 shares <sup>(1)</sup>	\$ 33.445 <sup>(1)</sup>	\$ 7,324,455.00 <sup>(1)</sup>	\$ 862.09 <sup>(1)</sup>
	2,000 shares <sup>(1)</sup>	\$ 36.580 <sup>(1)</sup>	\$ 73,160.00 <sup>(1)</sup>	\$ 8.61 <sup>(1)</sup>
	211,805 shares <sup>(2)</sup>	\$ 34.930 <sup>(2)</sup>	\$ 7,398,348.65 <sup>(2)</sup>	\$ 870.79 <sup>(2)</sup>
<b>Total</b>	1,150,000 shares	—	\$ 39,751,085.20	\$ 4,678.71

<sup>(1)</sup> Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(h). In accordance with Rule 457(h), such price is the price at which the options may be exercised.

<sup>(2)</sup> Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(h). In accordance with Rule 457(h), such price is the average of the high and low sale prices for the Common Stock as quoted on the Nasdaq National Market System on June 10, 2005.

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## **INCORPORATION OF PRIOR REGISTRATION STATEMENTS BY REFERENCE**

Black Box Corporation, formerly known as MB Communications, Inc. (the "Corporation"), hereby incorporates by reference into this Registration Statement the information contained in the Corporation's earlier Registration Statements, File Nos. 33-75254, 33-92656, 333-1978, 333-34839, 333-81521, 333-64410, 333-100294 and 333-116550 relating to the Corporation's 1992 Stock Option Plan and amendments thereto.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Borough of Lawrence, Commonwealth of Pennsylvania, on this 15th day of June, 2005.

### BLACK BOX CORPORATION

By: /s/ Fred C. Young  
Fred C. Young  
Chief Executive Officer

KNOW ALL MEN BY THESE PRESENTS that each person whose signature appears below constitutes and appoints Fred C. Young and Michael McAndrew, and each of them, such person's true and lawful attorneys-in-fact and agents, with full power of substitution and revocation, for such person and in such person's 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 the same with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agent or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities indicated on this 15th day of June, 2005.

SIGNATURE	CAPACITY
<u>/s/ William F. Andrews</u> William F. Andrews	Director
<u>/s/ Richard L. Crouch</u> Richard L. Crouch	Director
<u>/s/ Thomas W. Golonski</u> Thomas W. Golonski	Director
<u>/s/ Thomas G. Greig</u> Thomas G. Greig	Director
<u>/s/ Edward A. Nicholson</u> Edward A. Nicholson, Ph.D.	Director
<u>/s/ Fred C. Young</u> Fred C. Young	Director and Chief Executive Officer (Principal Executive Officer)
<u>/s/ Michael McAndrew</u> Michael McAndrew	Vice President, Chief Financial Officer, Secretary, Treasurer and Principal Accounting Officer

## EXHIBIT INDEX

EXHIBIT NO.	DESCRIPTION
5.01	Opinion of Buchanan Ingersoll PC
10.01	1992 Stock Option Plan, as amended on May 4, 2005 (incorporated by reference from Exhibit 10.1 to the Form 8-K for the event dated May 4, 2005)
23.01	Consent of Ernst & Young LLP
23.02	Consent of BDO Seidman, LLP
23.03	Consent of Buchanan Ingersoll PC (contained in opinion filed as Exhibit 5.01 hereto)
24.01	Powers of Attorney (contained herein on signature page)

June 15, 2005

Board of Directors  
Black Box Corporation  
1000 Park Drive  
Lawrence, Pennsylvania 15055

Ladies and Gentlemen:

We have acted as counsel to Black Box Corporation, a Delaware corporation (the "Corporation"), in connection with the proposed issuance by the Corporation of up to 1,150,000 additional shares of the Corporation's common stock, par value \$.001 per share (the "Capital Stock"), pursuant to the terms of the Black Box Corporation 1992 Stock Option Plan (the "Plan").

In connection with such proposed issuance, we have examined the Plan, the Certificate of Incorporation of the Corporation, as amended and restated, the By-laws of the Corporation, as amended and restated, the relevant corporate proceedings of the Corporation, the Registration Statement on Form S-8 (the "Registration Statement") covering the issuance of the shares, and such other documents, records, certificates of public officials, statutes and decisions as we consider necessary to express the opinions contained herein. In the examination of such documents, we have assumed the genuineness of all signatures and the authenticity of all documents submitted to us as originals and the conformity to those original documents of all documents submitted to us as certified or photostatic copies.

Based on the foregoing, we are of the opinion that when the Registration Statement shall have been declared effective by order of the Securities and Exchange Commission and when the Capital Stock has been duly issued and delivered pursuant to the terms of the Plan, such shares of Capital Stock will be validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission.

BUCHANAN INGERSOLL PC

By: /s/ Ronald Basso  
Ronald Basso

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 pertaining to the Black Box Corporation 1992 Stock Option Plan of our report dated June 10, 2004, with respect to the consolidated financial statements and schedule of Black Box Corporation as of March 31, 2004 and for each of the two years in the period ended March 31, 2004 included in its Annual Report on Form 10-K for the fiscal year ended March 31, 2005 filed with the Securities and Exchange Commission.

/s/ ERNST & YOUNG LLP

June 15, 2005  
Pittsburgh, Pennsylvania

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 pertaining to the Black Box Corporation 1992 Stock Option Plan of our reports dated May 25, 2005 with respect to the consolidated financial statements, financial statement schedule, and the effectiveness of the company's internal control over financial reporting of Black Box Corporation as of and for the fiscal year ended March 31, 2005 included in its Annual Report on Form 10-K for the fiscal year ended March 31, 2005 filed with the Securities and Exchange Commission.

/s/ BDO Seidman, LLP

Chicago, Illinois  
June 15, 2005