

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

SPARTAN MOTORS, INC.

(Exact Name of Registrant as Specified in its Charter)

Michigan
(State or Other Jurisdiction of
Incorporation or Organization)

38-2078923
(I.R.S. Employer
Identification Number)

1165 Reynolds Road, Charlotte, Michigan
(Address of Principal Executive Offices)

48813
(Zip Code)

STOCK OPTION AND RESTRICTED STOCK PLAN OF 1998

(Full Title of the Plan)

Richard J. Schalter
Spartan Motors, Inc.
1165 Reynolds Road
Charlotte, Michigan 48813

Copies to:

Stephen C. Waterbury
Warner Norcross & Judd LLP
900 Old Kent Building
111 Lyon Street, N.W.
Grand Rapids, Michigan 49503-2487

(Name and Address of Agent for Service)

(517) 543-6400
(Telephone Number, Including Area Code, of Agent for Service)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share (3)	Proposed Maximum Aggregate Offering Price (3)	Amount of Registration Fee
Common Stock, \$0.01 Par Value	1,000,000 shares (1)	\$4.06 (2)	\$4,060,000 (2)	\$1,015

- (1) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this registration statement also covers an indeterminate number of additional shares as may be required to be issued in the event of an adjustment as a result of an increase in the number of issued shares of Common Stock resulting from a subdivision of such shares, the payment of stock dividends or certain other capital adjustments.
- (2) Estimated solely for the purpose of calculating the registration fee.
- (3) On September 4, 2001, the average of the bid and asked prices of the Common Stock of Spartan Motors, Inc. was \$4.06 per share. The registration fee is computed in accordance with Rule 457(h) and (c).

PART II.

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed with the Securities and Exchange Commission are incorporated in this registration statement by reference:

(a) The Registrant's latest annual report filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (the "Exchange Act").

(b) All other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the annual report referred to in (a) above.

(c) The description of the Registrant's common stock, \$.01 par value, which is contained in the Registrant's Form 8-A registration statement filed under the Exchange Act on June 25, 1997, including any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Registrant (also referred to as "Spartan") pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act before the filing of a post-effective amendment that indicates that all securities offered have been sold or that deregisters all securities remaining unsold shall be deemed to be incorporated by reference in this registration statement and to be a part of this registration statement from the date of filing of such documents.

Item 4. Description of Securities.

Not applicable.

Item 5. Interest of Named Experts and Counsel.

Not applicable.

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Item 6. Indemnification of Directors and Officers.

Under Sections 561 through 571 of the Michigan Business Corporation Act (the "MBCA"), directors and officers of a Michigan corporation may be entitled to indemnification by the corporation against judgments, expenses, fines and amounts paid by the director or officer in settlement of claims brought against them by third persons or by or in the right of the corporation if those directors and officers acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the corporation or its shareholders.

Spartan is obligated under its Restated Articles of Incorporation to indemnify its directors and executive officers to the full extent permitted under the MBCA. Spartan may similarly indemnify persons who are not directors or executive officers to the extent authorized by Spartan's Board of Directors.

The MBCA provides for indemnification of directors and officers if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of Spartan or its shareholders (and, if a criminal proceeding, if they had no reasonable cause to believe their conduct was unlawful) against: (a) expenses (including attorneys' fees), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred in connection with any threatened, pending or completed action, suit or proceeding (other than an action by or in the right of Spartan) arising out of a position with Spartan (or with some other entity at Spartan's request); and (b) expenses (including attorneys' fees) and amounts paid in settlement actually and reasonably incurred in connection with any threatened, pending or completed action, suit or proceeding by or in the right of Spartan, unless the director or officer is found liable to Spartan, provided that an appropriate court could determine that he or she is nevertheless fairly and reasonably entitled to indemnity for reasonable expenses incurred. The MBCA requires indemnification for expenses to the extent that a director or officer is successful in defending against any such action, suit or proceeding.

The MBCA generally requires that the indemnification provided for in (a) and (b) above be made only on a determination that the director or officer met the applicable standard of conduct by a majority vote of a quorum of the board of directors who were not parties or threatened to be made parties to the action, suit or proceeding, by a majority vote of a committee of not less than two disinterested directors, by independent legal counsel, by all independent directors not parties or threatened to be made parties to the action, suit or proceeding, or by the shareholders. If the articles of incorporation include a provision eliminating or limiting the liability of a director, however, a corporation may indemnify a director for certain expenses and liabilities without a determination that the director met the applicable standards of conduct, unless the director received a financial benefit to which he or she was not entitled, intentionally inflicted harm on the corporation or its shareholders, violated Section 551 of the MBCA, or intentionally committed a criminal act. In connection with an action by or in the right of the corporation, such indemnification may be for expenses (including attorneys' fees) actually and reasonably incurred. In connection with an action, suit or

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proceeding other than an action, suit or proceeding by or in the right of the corporation, such indemnification may be for expenses (including attorneys' fees) actually and reasonably incurred, and for judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred.

In certain circumstances, the MBCA further permits advances to cover such expenses before a final determination that indemnification is permissible or required, upon receipt of an undertaking, which need not be secured and which may be accepted without reference to the financial ability of the person to make repayment, by or on behalf of the director or officer to repay such amounts if it shall ultimately be determined that he or she has not met the applicable standard of conduct. If a provision in the articles of incorporation or bylaws, a resolution of the board or shareholders, or an agreement makes indemnification mandatory, then the advancement of expenses is also mandatory, unless the provision, resolution or agreement specifically provides otherwise.

Indemnification under the MBCA is not exclusive of other rights to indemnification to which a person may be entitled under Spartan's Restated Articles of Incorporation, Bylaws or a contractual agreement. However, the total amount of expenses advanced or indemnified from all sources may not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses. The indemnification provided for under the MBCA continues as to a person who ceases to be a director or executive officer.

The MBCA permits Spartan to purchase insurance on behalf of its directors and officers against liabilities arising out of their positions with Spartan, whether or not such liabilities would be within the above indemnification provisions. Pursuant to this authority, Spartan maintains such insurance on behalf of its directors and officers.

Spartan has entered into indemnity agreements with each of its directors. The agreements provide that Spartan will indemnify the director, subject to certain limitations, for expenses and costs, including the satisfaction of a judgment, fine or penalty incurred in, or in any amount paid in settlement of, any proceeding, including a proceeding brought by or in the name of Spartan (such as a shareholder derivative suit), brought by reason of the fact that the indemnitee was serving as a director, officer, employee, agent or fiduciary of Spartan or by reason of any action taken by the indemnitee while serving as a director, officer, employee, agent or fiduciary of Spartan, or by reason of the fact that the indemnitee was serving at the request of Spartan in a similar capacity with another entity, if such expenses and costs may be indemnified under the MBCA. In accordance with Spartan's Restated Articles and Bylaws, the agreements are designed to provide the maximum protection allowed under federal and Michigan law. Indemnification is dependent upon the director meeting the applicable standards of conduct set forth in the indemnity agreements.

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Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

The following exhibits have been filed as part of this registration statement:

<u>Exhibit Number</u>	<u>Document</u>
4.1	Spartan Motors, Inc. Restated Articles of Incorporation, as amended to date. Previously filed as an exhibit to the Company's Annual Report on Form 10-K for the period ended December 31, 2000, and incorporated herein by reference.
4.2	Spartan Motors, Inc. Bylaws, as amended to date. Previously filed as an exhibit to the Company's Annual Report on Form 10-K for the period ended December 31, 2000, and incorporated herein by reference.
4.3	Form of Stock Certificate. Previously filed as an exhibit to the Registration Statement on Form S-18 (Registration No. 2-90021-C) filed on March 19, 1984, and incorporated herein by reference.
4.4	Rights Agreement dated June 4, 1997, between Spartan Motors, Inc. and American Stock Transfer and Trust Company. Previously filed as an Exhibit to the Company's Form 8-A filed on June 25, 1997, and incorporated herein by reference.
5	Opinion of Warner Norcross & Judd LLP regarding legality of securities offered.
23.1	Consent of Warner Norcross & Judd LLP -- Included in Exhibit 5 and incorporated herein by reference.
23.2	Consent of Ernst & Young LLP.
23.3	Consent of Birk, Gross, Bell & Coulter, P.C.
24	Powers of Attorney.

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(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 (the "Securities Act");

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereto) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the Registrant pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 (the "Exchange Act") that are incorporated by reference 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 15(d) of the Exchange Act that is incorporated by reference in the registration statement 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.

(h) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, 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 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 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.

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 City of Grand Rapids, State of Michigan, on this 6th day of September, 2001.

SPARTAN MOTORS, INC.

By /s/ Richard J. Schalter

Richard J. Schalter,
Secretary, Treasurer and Director

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 date indicated.

September 6, 2001

*s/ George W. Szykiel

George W. Szykiel, Director
(Principal Executive Officer)

September 6, 2001

*s/ John E. Szykiel

John E. Szykiel, Director
(Principal Operating Officer)

September 6, 2001

*s/ Richard J. Schalter

Richard J. Schalter, Director
(Principal Accounting and Financial
Officer)

September 6, 2001

*s/ William F. Foster

William F. Foster, Director

September 6, 2001

*s/ Kim Korth

Kim Korth, Director

September 6, 2001

*/s/ George Tesseris

George Tesseris, Director

September 6, 2001

*/s/ Charles E. Nihart

Charles E. Nihart, Director

September 6, 2001

*/s/ David R. Wilson

David R. Wilson, Director

September 6, 2001

*/s/ James C. Penman

James C. Penman, Director

*By /s/ Richard J. Schalter

Richard J. Schalter
Attorney-in-Fact

EXHIBIT INDEX

Exhibit
Number

Document

- | | |
|-----|---|
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- 4.4 Rights Agreement dated June 4, 1997, between Spartan Motors, Inc. and American Stock Transfer and Trust Company. Previously filed as an Exhibit to the Company's Form 8-A filed on June 25, 1997, and incorporated herein by reference.
- 5 Opinion of Warner Norcross & Judd LLP regarding legality of securities offered.
- 23.1 Consent of Warner Norcross & Judd LLP--Included in Exhibit 5 and incorporated herein by reference.
- 23.2 Consent of Ernst & Young LLP.
- 23.3 Consent of Birk, Gross, Bell & Coulter, P.C.
- 24 Powers of Attorney.

WARNER NORCROSS & JUDD LLP

ATTORNEYS AT LAW

900 OLD KENT BUILDING
111 LYON STREET, N.W.
GRAND RAPIDS, MICHIGAN 49503-2487

TELEPHONE (616) 752-2000
FAX (616) 752-2500

September 6, 2001

Securities and Exchange Commission
450 Fifth Street, N.W.
Judiciary Plaza
Washington, D.C. 20549

Re: Spartan Motors, Inc.
Registration Statement on Form S-8
Spartan Motors, Inc.
Stock Option and Restricted Stock Plan of 1998

Dear Sir or Madam:

We represent Spartan Motors, Inc., a Michigan corporation (the "Company"), with respect to the above-captioned registration statement on Form S-8 (the "Registration Statement") filed pursuant to the Securities Act of 1933 (the "Act") to register 1,000,000 shares of the Company's common stock, \$.01 par value ("Common Stock").

As counsel for the Company, we are familiar with its Restated Articles of Incorporation and Bylaws and have reviewed the various proceedings taken by the Company to authorize the issuance of the Common Stock to be sold pursuant to the Registration Statement. We also have reviewed and assisted in preparing the Registration Statement. In our review, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified or photostatic copies and the authenticity of the originals of such copies.

On the basis of the foregoing, we are of the opinion that, when the Registration Statement has become effective under the Act, any and all shares of Common Stock that are the subject of the Registration Statement will, when issued upon payment of the purchase price therefore to the Company, be legally issued, fully paid and nonassessable.

We hereby consent to the use of this opinion as an exhibit to the Registration Statement on Form S-8 covering the Common Stock to be issued pursuant to the Stock Option and Restricted Stock Plan of 1998.

WARNER NORCROSS & JUDD LLP

By: /s/ Stephen C. Waterbury

Stephen C. Waterbury
A Partner

CONSENT OF INDEPENDENT AUDITORS

Board of Directors and Shareholders
Spartan Motors, Inc.:

We consent to the incorporation by reference in the Registration Statement on Form S-8 for the Stock Option and Restricted Stock Plan of 1998 of our report dated February 9, 2001, with respect to the consolidated financial statements and schedule of Spartan Motors, Inc. included in the Annual Report (Form 10-K) for the year ended December 31, 2000.

/s/ Ernst & Young

Grand Rapids, Michigan
September 6, 2001

INDEPENDENT AUDITORS' CONSENT

Board of Directors
Spartan Motors, Inc.
Charlotte, Michigan

We consent to the incorporation by reference in Registration Statement No. 33-28432 of Spartan Motors, Inc. on Form S-8 and Registration Statement No. 33-80980 of Spartan Motors, Inc. on Form S-8 of our report dated February 10, 1999, (which report expresses an unqualified opinion and includes an explanatory paragraph which indicates that there are matters that raise substantial doubt about Carpenter Industries, Inc.'s ability to continue as a going concern) appearing in this Annual Report on Form 10-K of Spartan Motors, Inc. for the year ended December 31, 2000.

/s/ Birk Gross Bell & Coulter, P.C.

Indianapolis, Indiana
September 4, 2001

LIMITED POWER OF ATTORNEY

The undersigned, in his capacity as director or officer, or both, as the case may be, of Spartan Motors, Inc., does hereby appoint JOHN E. SZYTKIEL and RICHARD J. SCHALTER, and any of them severally, his attorney or attorneys with full power of substitution to execute in his name, in his capacity as a director or officer, or both, as the case may be, of Spartan Motors, Inc., a Form S-8 Registration Statement of Spartan Motors, Inc. relating to shares of Common Stock, \$.01 par value, to be issued pursuant to the Spartan Motors, Inc. Stock Option and Restricted Stock Plan of 1998, any and all amendments and supplements to such Registration Statement and post-effective amendments and supplements thereto, and to file the same with all exhibits thereto and all other documents in connection therewith with the Securities and Exchange Commission.

Dated: April 26, 2001

/s/George W. Szykiel

George W. Szykiel

LIMITED POWER OF ATTORNEY

The undersigned, in his capacity as director or officer, or both, as the case may be, of Spartan Motors, Inc., does hereby appoint GEORGE W. SZYTKIEL and RICHARD J. SCHALTER, and any of them severally, his attorney or attorneys with full power of substitution to execute in his name, in his capacity as a director or officer, or both, as the case may be, of Spartan Motors, Inc., a Form S-8 Registration Statement of Spartan Motors, Inc. relating to shares of Common Stock, \$.01 par value, to be issued pursuant to the Spartan Motors, Inc. Stock Option and Restricted Stock Plan of 1998, any and all amendments and supplements to such Registration Statement and post-effective amendments and supplements thereto, and to file the same with all exhibits thereto and all other documents in connection therewith with the Securities and Exchange Commission.

Dated: April 12, 2001

/s/John E. Szykiel

John E. Szykiel

LIMITED POWER OF ATTORNEY

The undersigned, in his capacity as director or officer, or both, as the case may be, of Spartan Motors, Inc., does hereby appoint GEORGE W. SZYTKIEL and RICHARD J. SCHALTER, and any of them severally, his attorney or attorneys with full power of substitution to execute in his name, in his capacity as a director or officer, or both, as the case may be, of Spartan Motors, Inc., a Form S-8 Registration Statement of Spartan Motors, Inc. relating to shares of Common Stock, \$.01 par value, to be issued pursuant to the Spartan Motors, Inc. Stock Option and Restricted Stock Plan of 1998, any and all amendments and supplements to such Registration Statement and post-effective amendments and supplements thereto, and to file the same with all exhibits thereto and all other documents in connection therewith with the Securities and Exchange Commission.

Dated: April 20, 2001

/s/William F. Foster

William F. Foster

LIMITED POWER OF ATTORNEY

The undersigned, in his capacity as director or officer, or both, as the case may be, of Spartan Motors, Inc., does hereby appoint GEORGE W. SZYTKIEL and RICHARD J. SCHALTER, and any of them severally, his attorney or attorneys with full power of substitution to execute in his name, in his capacity as a director or officer, or both, as the case may be, of Spartan Motors, Inc., a Form S-8 Registration Statement of Spartan Motors, Inc. relating to shares of Common Stock, \$.01 par value, to be issued pursuant to the Spartan Motors, Inc. Stock Option and Restricted Stock Plan of 1998, any and all amendments and supplements to such Registration Statement and post-effective amendments and supplements thereto, and to file the same with all exhibits thereto and all other documents in connection therewith with the Securities and Exchange Commission.

Dated: April 23, 2001

/s/Kim Korth

Kim Korth

LIMITED POWER OF ATTORNEY

The undersigned, in his capacity as director or officer, or both, as the case may be, of Spartan Motors, Inc., does hereby appoint GEORGE W. SZYTKIEL and RICHARD J. SCHALTER, and any of them severally, his attorney or attorneys with full power of substitution to execute in his name, in his capacity as a director or officer, or both, as the case may be, of Spartan Motors, Inc., a Form S-8 Registration Statement of Spartan Motors, Inc. relating to shares of Common Stock, \$.01 par value, to be issued pursuant to the Spartan Motors, Inc. Stock Option and Restricted

Stock Plan of 1998, any and all amendments and supplements to such Registration Statement and post-effective amendments and supplements thereto, and to file the same with all exhibits thereto and all other documents in connection therewith with the Securities and Exchange Commission.

Dated: April 23, 2001

/s/George Tesseris

George Tesseris

LIMITED POWER OF ATTORNEY

The undersigned, in his capacity as director or officer, or both, as the case may be, of Spartan Motors, Inc., does hereby appoint GEORGE W. SZYTKIEL and RICHARD J. SCHALTER, and any of them severally, his attorney or attorneys with full power of substitution to execute in his name, in his capacity as a director or officer, or both, as the case may be, of Spartan Motors, Inc., a Form S-8 Registration Statement of Spartan Motors, Inc. relating to shares of Common Stock, \$.01 par value, to be issued pursuant to the Spartan Motors, Inc. Stock Option and Restricted Stock Plan of 1998, any and all amendments and supplements to such Registration Statement and post-effective amendments and supplements thereto, and to file the same with all exhibits thereto and all other documents in connection therewith with the Securities and Exchange Commission.

Dated: April 24, 2001

/s/Charles E. Nihart

Charles E. Nihart

LIMITED POWER OF ATTORNEY

The undersigned, in his capacity as director or officer, or both, as the case may be, of Spartan Motors, Inc., does hereby appoint GEORGE W. SZYTKIEL and RICHARD J. SCHALTER, and any of them severally, his attorney or attorneys with full power of substitution to execute in his name, in his capacity as a director or officer, or both, as the case may be, of Spartan Motors, Inc., a Form S-8 Registration Statement of Spartan Motors, Inc. relating to shares of Common Stock, \$.01 par value, to be issued pursuant to the Spartan Motors, Inc. Stock Option and Restricted Stock Plan of 1998, any and all amendments and supplements to such Registration Statement and post-effective amendments and supplements thereto, and to file the same with all exhibits thereto and all other documents in connection therewith with the Securities and Exchange Commission.

Dated: April 25, 2001

/s/David R. Wilson

David R. Wilson

LIMITED POWER OF ATTORNEY

The undersigned, in his capacity as director or officer, or both, as the case may be, of Spartan Motors, Inc., does hereby appoint GEORGE W. SZYTKIEL and RICHARD J. SCHALTER, and any of them severally, his attorney or attorneys with full power of substitution to execute in his name, in his capacity as a director or officer, or both, as the case may be, of Spartan Motors, Inc., a Form S-8 Registration Statement of Spartan Motors, Inc. relating to shares of Common Stock, \$.01 par value, to be issued pursuant to the Spartan Motors, Inc. Stock Option and Restricted Stock Plan of 1998, any and all amendments and supplements to such Registration Statement and post-effective amendments and supplements thereto, and to file the same with all exhibits thereto and all other documents in connection therewith with the Securities and Exchange Commission.

Dated: April 25, 2001

/s/James C. Penman

James C. Penman