

As filed with the Securities and Exchange Commission on June 28, 1996
REGISTRATION NO. 33-

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

GROUP TECHNOLOGIES CORPORATION
(Exact name of registrant as specified in its charter)

Florida 59-2948116
(State or other jurisdiction of (I.R.S. Employer Identification Number)
incorporation or organization)

10901 MALCOLM MCKINLEY DRIVE, TAMPA, FLORIDA 33612
(address, including zip code, of principal executive offices)

GROUP TECHNOLOGIES CORPORATION 1994 STOCK OPTION PLAN
FOR KEY EMPLOYEES
(Full title of the plan)

Carl P. McCormick, President
Group Technologies Corporation
10901 Malcolm McKinley Drive
Tampa, Florida 33612
(813) 972-6000

(Name, address and telephone number, including area code for service)

Copies of all communications, including copies of all communications
sent to agent for service, should be sent to:

R. Alan Higbee, Esquire
Fowler, White, Gillen, Boggs, Villareal and Banker, P.A.
501 East Kennedy Boulevard, Suite 1700
Tampa, Florida 33602
(813) 222-1172

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (shares)(1)	Proposed Maximum Offering Price per Share(2)
Common Stock, par value \$.01 per share	500,000	\$3.00

Title of Securities to be Registered	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee
Common Stock, par value \$.01 per share	\$1,500,000	\$517.24

(1) Pursuant to Rule 416(a), this Registration Statement also registers such indeterminate number of additional shares as may become issuable under the Plan in the event of a share split, share dividend, split-up, recapitalization or other similar event.

(2) In accordance with Rule 457(h), estimated solely for the purpose of determining the registration fee, and based upon the average of the high and low prices of the Company's Common Stock as reported on the Nasdaq National Market on June 26, 1996.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

NOTE: THIS REGISTRATION STATEMENT IS BEING FILED TO REGISTER ADDITIONAL SECURITIES OF THE SAME CLASS AS SECURITIES COVERED BY REGISTRATION NO. 33-94546 FILED WITH THE SECURITIES AND EXCHANGE COMMISSION (THE "COMMISSION") ON JULY 12, 1995 AND WHICH REMAINS EFFECTIVE. THE CONTENTS OF REGISTRATION NO. 33-94546 ARE HEREBY INCORPORATED HEREIN BY REFERENCE EXCEPT AS NOTED BELOW.

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The entire contents of this Item as contained in the Company's Registration Statement on Form S-8 (Reg. No. 33-94546) filed with the Commission on July 12, 1995 are incorporated herein by reference.

ITEM 4. DESCRIPTION OF SECURITIES.

The entire contents of this Item as contained in the Company's Registration Statement on Form S-8 (Reg. No. 33-94546) filed with the Commission on July 12, 1995 are incorporated herein by reference.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Legal Counsel who rendered an opinion as to the validity of the securities being registered is employed by the Company as in-house counsel and serves as the secretary of the Company. Such person also owns shares of the Company's Common Stock and holds options to purchase additional

shares of the Company's Common Stock pursuant to the terms and conditions of the Company's 1994 Stock Option Plan for Key Employees.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

The entire contents of this Item as contained in the Company's Registration Statement on Form S-8 (Reg. No. 33-94546) filed with the Commission on July 12, 1995 are incorporated herein by reference.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

The entire contents of this Item as contained in the Company's Registration Statement on Form S-8 (Reg. No. 33-94546) filed with the Commission on July 12, 1995 are incorporated herein by reference.

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ITEM 8. EXHIBITS.

The entire contents of this Item as contained in the Company's Registration Statement on Form S-8 (Reg. No. 33-94546) filed with the Commission on July 12, 1995 are incorporated herein by reference except for Exhibit 4.2 thereof and with the following additions and changes which are attached hereto:

- 3.1 Amended and Restated Bylaws of the Company adopted on April 19, 1996 (incorporated by reference to the exhibit with the same identification number filed with the Company's Registration Statement on Form S-8 (Reg. No. 333-07111) filed with the Commission on June 28, 1996).
- 5.1 Opinion of Legal Counsel of the Company, as to the legality of the securities being registered.
- 10.28.1 Group Technologies Corporation Stock Option Plan Restated effective June 26, 1996, dated January 22, 1990 (incorporated by reference to the exhibit with the same identification number filed with the Company's Registration Statement on Form S-8 (Reg. No. 333-07111) filed with the Commission on June 28, 1996).
- 10.32.2 Group Technologies Corporation Independent Directors' Stock Option Plan Restated effective on June 26, 1996, dated October 27, 1994 (incorporated by reference to the exhibit with the same identification number filed with the Company's Registration Statement on Form S-8 (Reg. No. 333-07111) filed with the Commission on June 28, 1996).
- 10.33.2 Group Technologies Corporation 1994 Stock Option Plan for Key Employees Restated effective on June 26, 1996, dated October 27, 1994 (incorporated by reference to the exhibit with the same identification number filed with the Company's Registration Statement on Form S-8 (Reg. No. 333-07111) filed with the Commission on June 28, 1996).
- 24.1 Consent of Legal Counsel of the Company (appears in his opinion filed as Exhibit 5.1).

ITEM 9. UNDERTAKINGS.

The entire contents of this Item as contained in the Company's Registration Statement on Form S-8 (Reg. No. 33-94546) filed with the Commission on July 12, 1995 are 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 the City of Tampa, State of Florida, on June 28, 1996.

GROUP TECHNOLOGIES CORPORATION

By: /s/ Carl P. McCormick

Carl P. McCormick, President and Chief Executive Officer

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/ Carl P. McCormick ----- Carl P. McCormick	Director, President and Chief Executive Officer (Principal Executive Officer)	6-28-96
/s/ David D. Johnson ----- David D. Johnson	Chief Financial Officer	6-28-96
/s/ Jeffrey T. Gill ----- Jeffrey T. Gill	Chairman of the Board	6-28-96
/s/ Robert E. Gill ----- Robert E. Gill	Director	6-28-96
/s/ Henry F. Frigon ----- Henry F. Frigon	Director	6-28-96
/s/ Sidney R. Petersen ----- Sidney R. Petersen	Director	6-28-96
/s/ Roger W. Johnson ----- Roger W. Johnson	Director	6-28-96

GROUP TECHNOLOGIES CORPORATION
EXHIBIT INDEX

Exhibit No. -----	Page Number -----
3.1	
Amended and Restated Bylaws of the Company adopted on April 19, 1996 (incorporated by reference to the exhibit with the same identification number filed with the Company's Registration Statement on Form S-8 (Reg. No. 333-07111) filed with the Commission on June 28, 1996).....	n/a
4.1	
Amended and Restated Articles of Incorporation of the Company (incorporated by reference to the exhibit with the same exhibit identification number filed with the Company's Registration Statement on Form S-1 (File No. 33-76326) filed with the Commission on March 11, 1994.).....	n/a
4.3	
Articles of Amendment to the Amended and Restated Articles of Incorporation of the Company (incorporated by reference to the exhibit with the same identification number filed with Amendment No. 2 to the Company's Registration Statement on Form S-1 (File No. 33-76326) filed with the Commission on May 5, 1994).....	n/a
4.4	
Second Amendment to the Amended and Restated Articles of Incorporation of the Company (incorporated by reference to the exhibit with the same exhibit identification number filed with Amendment No. 2 to the Company's Registration Statement on Form S-1 (File No. 33-76326) filed with the Commission on May 5, 1994)...	n/a
5.1	
Opinion of Legal Counsel of the Company, as to the legality of the securities being registered.....	6
10.28.1	
Group Technologies Corporation Stock Option Plan Restated effective on June 26, 1996, dated January 22, 1990 (incorporated by reference to the exhibit with the same identification number filed with the Company's Registration Statement on Form S-8 (Reg. No. 333-07111) filed with the Commission on June 28, 1996).....	n/a
10.32.2	
Group Technologies Corporation Independent Directors' Stock Option Plan Restated effective on June 26, 1996, dated October 27, 1994 (incorporated by reference to the exhibit with the same identification number filed with the Company's Registration Statement on Form S-8 (Reg. No. 333-07111) filed with the Commission on June 28, 1996).....	n/a
10.33.2	
Group Technologies Corporation Stock Option Plan For Key Employees Restated effective on June 26, 1996, dated October 29, 1994 (incorporated by reference to the exhibit with the same identification number filed with the Company's Registration Statement on Form S-8 (Reg. No. 333-07111) filed with the Commission on June 28, 1996).....	n/a
24.1	
Consent of Legal Counsel of the Company (appears in his opinion filed as Exhibit 5.1).....	n/a
24.2	
Consent of Ernst & Young LLP.....	7

OPINION OF LEGAL COUNSEL

June 27, 1996

Group Technologies Corporation
10901 Malcolm McKinley Drive
Tampa, Florida 33612

Re: Registration Statement on Form S-8

This opinion is given to you in connection with the filing by Group Technologies Corporation, a Florida corporation (the "Company"), with the Securities and Exchange Commission, under the Securities Act of 1933, as amended, of a Registration Statement on Form S-8 (the "Registration Statement") with respect to 500,000 shares of common stock, \$.01 par value, of the Company issuable pursuant to the Company's 1994 Stock Option Plan for Key Employees, as amended (the "Plan") (all shares of such stock issuable pursuant to the Plan are referred to herein as the "Common Stock"). As counsel for the Company, I have examined the relevant corporate documents incident to giving this opinion.

Based on the foregoing, I am of the opinion that the shares of Common Stock, when issued and delivered in accordance with the provisions of the Plan and options issued thereunder, will be legally issued, fully paid and non-assessable.

I hereby consent to the filing of this opinion as an exhibit to the Registration Statement.

Sincerely,

/s/ Michael L. Schuman

EXHIBIT 24.2

CONSENT OF CERTIFIED PUBLIC ACCOUNTANT

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Group Technologies Corporation 1994 Stock Option Plan for Key Employees of our report dated March 29, 1996, with respect to the consolidated financial statements and schedule of Group Technologies Corporation included in its Annual Report (Form 10-K) for the year ended December 31, 1995, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Ernst & Young LLP

Tampa, Florida
June 27, 1996