

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

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

FILENET CORPORATION

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State of Incorporation or Organization)

95-3757924

(I.R.S. Employer Identification Number)

3565 Harbor Boulevard

Costa Mesa, California 92626

(Address of Principal Executive Offices including Zip Code)

**AMENDED AND RESTATED
2002 INCENTIVE AWARD PLAN
of FILENET CORPORATION**

(Full Title of the Plan)

KATHARINA MUELLER

Vice President and General Counsel

FILENET CORPORATION

3565 Harbor Boulevard

Costa Mesa, California 92626

(714) 327-3400

Copy to:

Regina M. Schlatter, Esq.

LATHAM & WATKINS LLP

650 Town Center Drive, Twentieth Floor

Costa Mesa, California 92626

(714) 540-1235

(Name and Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

CALCULATION OF REGISTRATION FEE

	Amount to be Registered (1) (3)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Common Stock, \$0.01 par value	2,000,000 shares	\$29.21	\$58,420,000	\$7,401.81_

- (1) The FileNet Corporation Amended and Restated 2002 Incentive Award Plan, formerly known as the 2002 Incentive Award Plan, authorizes the issuance of an aggregate of 4,800,000 shares of Common Stock, par value \$0.01 per share, of FileNet Corporation (the "Company") (the "Common Stock"), of which 2,000,000 shares are being registered hereunder and 2,800,000 of which have been previously registered.
- (2) Estimated solely for the purposes of calculating the registration fee pursuant to Rule 457(h) and (c) under the Securities Act of 1933, as amended, and represents the average of the high and low sales price of the Common Stock on the Nasdaq Stock Market on June 22, 2004.
- (3) In the event of a stock split, stock dividend, or similar transaction involving the Company's Common Stock, the number of shares registered hereby shall automatically be increased to cover the additional shares in accordance with Rule 416(a) under the Securities Act of 1933, as amended. Each share of Common Stock being registered hereunder, if issued prior to the termination by the Company of its Rights Agreement dated as of November 4, 1998, as amended, will include one preferred share purchase right. Prior to the occurrence of certain events, the preferred share purchase rights will not be exercisable or evidenced separately from the Common Stock.

Proposed issuances to take place as soon after the effective date of the Registration Statement as outstanding shares are purchased.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information called for in Part I of the Form S-8 is not being filed with or included in this Form S-8 (by incorporation by reference or otherwise) in accordance with the rules and regulations of the Securities and Exchange Commission (the "Commission").

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Registration of Additional Securities

The Amended and Restated 2002 Incentive Award Plan, formerly known as the 2002 Incentive Award Plan, authorizes the issuance of an aggregate of 4,800,000 shares of Common Stock. The Company has previously registered 2,800,000 shares issuable under the Amended and Restated 2002 Incentive Award Plan (the "Plan") by a (i) Registration Statement on Form S-8 filed with the Commission on July 18, 2002, Registration No. 333-96711, registering 1,400,000 shares and (ii) a Registration Statement on Form S-8 filed with the Commission on July 14, 2003, Registration No. 333-107012, registering 1,400,000 shares (the "Prior Registration Statements"). Under this Registration Statement, the Company is registering an additional 2,000,000 shares of Common Stock issuable under the Plan. The contents of the Prior Registration Statements are incorporated by reference herein to the extent not modified or superseded thereby or by any subsequently filed document that is incorporated by reference herein or therein.

Item 8. Exhibits

See Index to Exhibits on page 5.

POWER OF ATTORNEY

Each person whose signature appears below hereby authorizes and appoints Lee D. Roberts and Sam M. Auriemma as attorneys-in-fact and agents, each acting alone, with full powers of substitution to sign on his behalf, individually and in the capacities stated below, and to file any and all amendments, including post-effective amendments, to this registration statement and other documents in connection therewith, with the Securities and Exchange Commission, granting to said attorneys-in-fact and agents full power and authority to perform any other act on behalf of the undersigned required to be done.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities indicated as of June 24, 2004.

<u>Signature</u>	<u>Title</u>
<u>/s/ Lee D. Roberts</u> Lee D. Roberts	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)
<u>/s/ Sam M. Auriemma</u> Sam M. Auriemma	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
<u>/s/ L. George Klaus</u> L. George Klaus	Director
<u>/s/ William P. Lyons</u> William P. Lyons	Director
<u>/s/ John C. Savage</u> John C. Savage	Director
<u>/s/ Roger S. Siboni</u> Roger S. Siboni	Director
<u>/s/ Theodore J. Smith</u> Theodore J. Smith	Director

INDEX TO EXHIBITS

<u>EXHIBIT</u>		<u>PAGE</u>
4.1	Rights Agreement, dated as of November 4, 1988 between FileNet Corporation and the First National Bank of Boston, which includes the form of Rights Certificate as Exhibit A and the Summary of Rights to Purchase Common Shares as Exhibit B.	Note (1)
4.2	Amendment One dated July 31, 1998 and Amendment Two dated November 9, 1998 to Rights Agreement dated as of November 4, 1988 between FileNet Corporation and BANKBOSTON, N.A. formerly known as The First National Bank of Boston.	Note (2)
4.3	Amendment Three dated November 30, 2001 to Rights Agreement dated as of November 4, 1988 between FileNet Corporation and Equiserve Trust Company, N.A., successors to BANKBOSTON, N.A.	Note (3)
5.1	Opinion of Latham & Watkins LLP.	6
23.1	Consent of Latham & Watkins LLP (included in Exhibit 5.1).	6
23.2	Consent of Independent Registered Public Accounting Firm Deloitte & Touche LLP.	7
24	Power of Attorney (included in the signature page to this Registration Statement).	4

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- (1) Incorporated by reference to the Company's Registration Statement on Form S-4 filed on January 26, 1996; Registration No. 333-00676.
 - (2) Incorporated by reference to the Company's Form 10-Q for the fiscal quarter ended September 30, 1998.
 - (3) Incorporated by reference to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2001.

[LATHAM & WATKINS LLP LETTERHEAD]

June 24, 2004

FileNet Corporation
3565 Harbor Boulevard
Costa Mesa, California 92626

Attn: Board of Directors

Re: Registration Statement on Form S-8

Gentlemen:

In connection with the registration by FileNet Corporation, a Delaware corporation (the "Company") of 2,000,000 shares of Common Stock, par value \$0.01 per share (the "Shares"), to be issued pursuant to the Amended and Restated 2002 Incentive Award Plan of FileNet Corporation (the "Plan") under the Securities Act of 1933, as amended, on Form S-8 to be filed with the Securities and Exchange Commission (the "Registration Statement"), you have requested our opinion with respect to the matters set forth below.

In our capacity as your counsel in connection with such registration, we are familiar with the proceedings taken, and proposed to be taken, by the Company in connection with the authorization, issuance and sale of the Shares and, for the purposes of this opinion, have assumed such proceedings will be timely completed in the manner presently proposed.

As such counsel, we have examined such matters of fact and questions of law considered appropriate for purposes of rendering the opinions expressed below. In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, and the conformity to authentic original documents of all documents submitted to us as copies. With your consent we have relied upon certificates of an officer of the Company and others with respect to certain factual matters. We have not independently verified such factual matters.

We are opining herein as to the effect on the subject transaction of only the General Corporation Law of the State of Delaware, including statutory and reported decisional law thereunder, and we express no opinion with respect to the applicability thereto or the effect thereon of any other laws or as to any matters of municipal law or any other local agencies within any state.

Subject to the foregoing and in reliance thereon, it is our opinion that, upon the issuance and sale of the Shares in the manner contemplated by the Registration Statement and in accordance with the terms of the Plan, and subject to the Company completing all action and proceedings required on its part to be taken prior to the issuance of the Shares pursuant to the terms of the Plan and the Registration Statement, including, without limitation, collection of required payment for the Shares, the Shares will be validly issued, fully paid and nonassessable securities of the Company.

We consent to your filing this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ Latham & Watkins LLP

LATHAM & WATKINS LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement of FileNet Corporation on Form S-8 of our reports dated February 24, 2004, appearing in the Annual Report on Form 10-K of FileNet Corporation for the year ended December 31, 2003.

/s/ Deloitte & Touche LLP

Deloitte & Touche LLP
Costa Mesa, California
June 25, 2004