

UNIVEST CORP OF PENNSYLVANIA

Form S-8

April 18, 2013

As filed with the Securities and Exchange Commission on April 18, 2013

Registration No. 333-

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8
REGISTRATION STATEMENT**

UNDER

THE SECURITIES ACT OF 1933

UNIVEST CORPORATION OF PENNSYLVANIA

(Exact name of registrant as specified in its charter)

Pennsylvania
(State or Other Jurisdiction of Incorporation or Organization)

23-1886144
(I.R.S. Employer Identification No.)

14 North Main Street, Souderton, Pennsylvania

18964

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(Address of Principal Executive Offices)

(Zip Code)

UNIVEST CORPORATION OF PENNSYLVANIA 2013 LONG-TERM INCENTIVE PLAN

(Full Title of the Plan)

William S. Aichele

Copies To:

Chairman and Chief Executive Officer

David W. Swartz, Esquire

UNIVEST CORPORATION OF PENNSYLVANIA

Stevens and Lee, P.C.

14 North Main Street

111 North Sixth Street

Souderton, Pennsylvania 18964

Reading, Pennsylvania 19603

(215) 721-2400

(610) 478-2184

(Name, address, including zip code, and telephone

number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
 Non-accelerated filer Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title 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, \$5.00 par value	2,000,000 shares	\$16.35	\$32,690,000	\$4,458.92

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, this Registration Statement also covers an indeterminate number of shares of Common Stock as may become issuable under the Registrant's 2013 Long-Term Incentive Plan (the Plan) by reason of any anti-dilution provisions of the Plan.

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- (2) Estimated solely for the purpose of determining the registration fee, in accordance with Rule 457(h) under the Securities Act of 1933, based on the average of the high and low prices on the NASDAQ Global Select Market on April 16, 2013.

PART I.

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information called for in Part I of this Registration Statement on 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).

The Registrant will, without charge, upon written or oral request, provide to Plan participants copies of the documents incorporated by reference in Item 3 of Part II of this Registration Statement or other documents required to be delivered to employees pursuant to Rule 428(b) under the Securities Act. Requests for documents should be addressed to Karen Tejkl, Corporate Secretary, Uninvest Corporation of Pennsylvania, 14 North Main Street, Souderton, PA 18964, (215) 721-8397.

PART II.

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents filed by the Registrant with the Securities and Exchange Commission (the SEC) pursuant to the Securities and Exchange Act of 1934, as amended (the Exchange Act) are hereby incorporated herein by reference and made a part hereof:

- (1) Our Annual Report on Form 10-K for our year ended December 31, 2012;
- (2) All other reports filed pursuant to Sections 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the document referred to in (1) above; and
- (3) The description of the Registrant's common stock that appears in the Registrant's Registration Statement on Form S-14 filed with the SEC on March 1, 1973.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this Registration Statement, and prior to the filing of a post-effective amendment which indicates that all common stock offered under the Plan has been sold or which deregisters any common stock remaining unsold, are also incorporated by reference into this Registration Statement and deemed a part of this Registration Statement from the date of filing.

For purposes of this Registration Statement, any document or any statement contained in a document incorporated or deemed to be incorporated herein by reference shall be deemed to be modified or superseded to the extent that a subsequently filed document or a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated herein by reference modifies or supersedes such document or such statement in such document. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not Applicable

Item 5. Interest of Named Experts and Counsel.

Not Applicable

Item 6. Indemnification of Directors and Officers.

The general corporate law of the Commonwealth of Pennsylvania, as applicable to the Registrant, together with the Registrant's By-Laws, provides the Registrant's officers and directors with a broad range of limitation from liability and indemnification for actions and inactions in connection with the performance of their duties. Aside from matters involving criminal statutes or tax laws, directors are not personally liable for monetary damages for any action or inaction taken unless the director has breached or failed to perform his or her duties of office and that breach or failure constitutes self-dealing, willful misconduct or recklessness. The Registrant's officers and directors are entitled to be indemnified if they are named as a party or threatened to be named as a party to any type of proceeding as a result of actions or inactions taken while in the course of their association with the Registrant, provided that this action or inaction was in good faith and in a manner reasonably believed to be in, or not opposed to, the best interests of the Registrant. Officers and directors of the Registrant will be presumed to be entitled to this indemnification absent breaches of fiduciary duty, lack of good faith or self-dealing and will be entitled to be indemnified unless their conduct is determined by a court to have constituted willful misconduct or recklessness.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits

- 3.1 Amended and Restated Articles of Incorporation of the Registrant are incorporated by reference to Appendix A of Form DEF14A, filed with the Securities and Exchange Commission (the SEC) on March 9, 2006.
- 3.2 Amended By-Laws of the Registrant are incorporated by reference to Exhibit 3.2 to Registrant's Form 8-K, filed with the SEC on September 27, 2007.
- 4.1 Univest Corporation of Pennsylvania 2013 Long-Term Incentive Plan is incorporated by reference to Appendix A of Form DEF14A, filed with the SEC on March 15, 2013.
- 5.1 Opinion of Stevens and Lee re: legality of shares.
- 23.1 Consent of KPMG LLP
- 23.2 Consent of Stevens and Lee, P.C. (Included in Exhibit 5.1).
- 24.1 Power of Attorney of Directors and Officers (Included on Signature Pages).

Item 9. Undertakings.

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:
 - (a) To include any prospectus required by Section 10(a)(3) of the Securities Act;
 - (b) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement;
 - (c) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement.

Provided, however, that paragraphs (a) and (b) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the SEC by the Registrant pursuant to Section 13 or Section 15(d) of 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 post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of those 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.
- (4) The undersigned Registrant hereby undertakes that, for the purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Exchange Act) that is incorporated by reference in this 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.
- (5) 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 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 a 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 Borough of Souderton, Commonwealth of Pennsylvania on April 18, 2013.

UNIVEST CORPORATION OF PENNSYLVANIA
(Registrant)

By: /s/ Michael S. Keim
Michael S. Keim
Executive Vice President and Chief Financial
Officer

POWER OF ATTORNEY

KNOW ALL MEN AND WOMEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints William S. Aichele and Michael S. Keim, and each of them, their true and lawful attorney-in-fact, as agent with full power of substitution and resubstitution for them and in their name, place and stead, in any and all capacity, to sign any or all amendments (including post-effective amendments) to this Registration Statement on Form S-8 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 full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully and to all intents and purposes as they might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement on Form S-8 has been signed by the following persons in the capacities and on the dates indicated:

Signature	Capacity	Date
/s/ WILLIAM S. AICHELE William S. Aichele	Chairman, CEO and Director	April 18, 2013
/s/ MICHAEL S. KEIM Michael S. Keim	Executive Vice President and CFO	April 18, 2013
/s/ DOUGLAS C. CLEMENS Douglas C. Clemens	Director	April 18, 2013
/s/ R. LEE DELP R. Lee Delp	Director	April 18, 2013
/s/ WILLIAM G. MORRAL William G. Morral	Director	April 18, 2013
/s/ H. PAUL LEWIS H. Paul Lewis	Director	April 18, 2013
/s/ MARK A. SCHLOSSER Mark A. Schlosser	Director	April 18, 2013
/s/ P. GREGORY SHELLY P. Gregory Shelly	Director	April 18, 2013
/s/ MARGARET K. ZOOK Margaret K. Zook	Director	April 18, 2013
/s/ K. LEON MOYER K. Leon Moyer	Vice Chairman	April 18, 2013

INDEX TO EXHIBITS

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