

Edgar Filing: LAMSON & SESSIONS CO - Form S-8

LAMSON & SESSIONS CO
Form S-8
August 20, 2004

As filed with the Securities and Exchange Commission on August 20, 2004

Registration No. 333-_____

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
Under
The Securities Act of 1933

THE LAMSON & SESSIONS CO.
(Exact Name of Registrant as Specified in Its Charter)

Ohio 34-0349210
(State or Other Jurisdiction (I.R.S. Employer Identification No.)
of Incorporation or Organization)

25701 Science Park Drive, Cleveland, Ohio 44122-7313
(Address of Principal Executive Offices Including Zip Code)

THE LAMSON & SESSIONS CO.
1998 INCENTIVE EQUITY PLAN
(AS AMENDED AND RESTATED AS OF APRIL 30, 2004)
(Full Title of the Plan)

James J. Abel
Executive Vice President, Secretary,
Treasurer and Chief Financial Officer
25701 Science Park Drive
Cleveland, Ohio 44122-7313
(Name and Address of Agent For Service)

216/464-3400
(Telephone Number, Including Area Code, of Agent For Service)

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) |
|--------------------------------------|----------------------------|--|--|
| Common Shares, Without par value(3) | 620,000 | \$7.06 | \$4,377,200.00 |

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- (1) Pursuant to Rule 416 of the Securities Act of 1933 (the "Securities Act"), this Registration Statement also covers such additional shares of Common Shares, without par value (the "Common Shares") as may become issuable pursuant to the anti-dilution provisions of The Lamson & Sessions Co. 1998 Incentive Equity Plan (As Amended And Restated As of April 30, 2004) (the "Plan").
- (2) Estimated solely for calculating the amount of the registration fee, pursuant to Rule 457(c) and (h) of the General Rules and Regulations under the Securities Act, on the basis of the average of the high and low sale prices of such securities on the New York Stock Exchange on August 16, 2004 within five business days prior to filing.
- (3) One serial preference stock purchase right (a "Right") will also be issued with respect to each Common Share. The terms of the Rights are described in the Form 8-A filed by The Lamson & Sessions Co. (the "Registrant") on September 9, 1998.

Exhibit Index Appears on Page 5

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Part II

Pursuant to General Instruction E to Form S-8, the contents of Registration Statement No. 333-61911 on Form S-8, Registration Statement No. 333-51330 and Registration Statement No. 333-63280, each on Form S-8 as filed by the Registrant with the Securities and Exchange Commission (the "SEC") on August 20, 1998, December 6, 2000, and June 19, 2001, respectively, are incorporated herein by reference.

Item 8. Exhibits

The following Exhibits are being filed as part of this Registration Statement:

- 4 (a) Amended Articles of Incorporation of the Registrant (incorporated by reference to Exhibit 4(a) to the Registrant's Registration Statement on Form S-8 (Registration No. 333-32875), filed with the SEC on August 5, 1997)
- 4 (b) Certificate of Adoption of Amendment to Amended Articles of Incorporation of the Registrant (incorporated by reference to Exhibit A to Exhibit 4.1 to the Registrant's Form 8-A filed with the SEC on September 9, 1998 and incorporated herein by reference)
- 4 (c) Amended Code of Regulations of the Registrant (incorporated by reference to Exhibit 3(a) to the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2001)
- 4 (d) 1998 Incentive Equity Plan (As Amended and Restated as of April 30, 2004) (incorporated by reference to Appendix A of the Registrant's Proxy Statement dated March 29, 2004)

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- 4(e) Rights Agreement, dated September 8, 1998, between the Registrant and National City Bank (incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form 8-A filed with the SEC on September 9, 1998)
- 5 Opinion of Counsel
- 23(a) Consent of Independent Registered Public Accounting Firm
- 23(b) Consent of Counsel (included in Exhibit 5)
- 24 Power of Attorney

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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 Cleveland, State of Ohio, as of August 20, 2004.

THE LAMSON & SESSIONS CO.

By: /s/ James J. Abel

James J. Abel
Executive Vice President, Secretary, Treasurer and
Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated below as of August 20, 2004.

| Signature ----- | Title ----- |
|---|---|
| /s/ John B. Schulze ----- John B. Schulze | Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer); Director |
| /s/ James J. Abel ----- James J. Abel | Executive Vice President, Secretary, Treasurer and Chief Financial Officer; (Principal Financial Officer); Director |
| /s/ Lori L. Spencer ----- Lori L. Spencer | Vice President and Controller (Principal Accounting Officer) |
| * ----- | Director |

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James T. Bartlett

* Director

Francis H. Beam, Jr.

* Director

Martin J. Cleary

* Director

William H. Coquillet

* Director

John C. Dannemiller

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* Director

George R. Hill

* Director

A. Malachi Mixon, III

* Director

D. Van Skilling

* James J. Abel, the undersigned attorney-in-fact, by signing his name hereto, does hereby sign and execute this Registration Statement on behalf of the above officers and directors (constituting a majority of the directors) pursuant to a power of attorney filed with the Securities and Exchange Commission as Exhibit 24 to this Registration Statement.

August 20, 2004

By: /s/ James J. Abel

James J. Abel, Attorney-in-Fact

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