

RINKER GROUP LTD
Form S-8
December 15, 2003

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As filed with the Securities and Exchange Commission on December 15, 2003

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

RINKER GROUP LIMITED

ABN 53 003 433 118

(Exact name of registrant as specified in its charter)

New South Wales, Australia
(State of incorporation)

Not applicable
(I.R.S. Employer
Identification Number)

Level 8, Tower B, 799 Pacific Highway, Chatswood, NSW 2067, Australia
(Address of Principal Executive Offices) (Zip Code)

RINKER MATERIALS CORPORATION SUPPLEMENTAL EXECUTIVE PROFIT SHARING 401(k) PLAN

(Full Title of the Plan)

Tom Burmeister, Chief Financial Officer

**Rinker Group Limited
c/o Rinker Materials Corporation
1501 Belvedere Road
West Palm Beach, Florida 33406
(800) 226-5521**

(Name, address, including zip code, and 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) | Amount of registration fee |
|----------------------------------------------------------------------------------------------------------------------------------|----------------------------|----------------------------------------------|----------------------------------------------|----------------------------|
| (a) Ordinary shares of Rinker Group Limited represented by American Depositary Shares ("ADSs"), evidenced by American Depositary | 6,000,000 ordinary shares | \$4.51 | \$27,060,000.00 | \$2,189.16 |

Receipts ("ADRs"), each ADS representing ten (10) ordinary shares; and (b) Share measurement units, the performance of which is based on the trading price of the ADSs.

- (1) This registration statement also covers such indeterminable amount of interests to be offered or sold pursuant to the plan described herein.
 - (2) Estimated solely for purposes of calculating the registration fee and computed, pursuant to Rule 457(h) and Rule 457(c) under the Securities Act of 1933, as amended, on the basis of the average high and low prices of the ADSs each representing ten (10) ordinary shares on the New York Stock Exchange on December 10, 2003.
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PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The documents listed below are incorporated by reference into and made a part of this registration statement. In addition, all documents subsequently filed by the registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934 (the "Exchange Act"), prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in the registration statement and to be part thereof from the date of filing of such documents.

- (a) The registrant's registration statement on Form 20-F filed September 26, 2003;
- (b) The registrant's current reports on Form 6-K filed on October 30, 2003, November 5, 2003 and November 21, 2003, and future current reports on Form 6-K, but only to the extent indicated in those reports;
- (c) All annual reports filed by the registrant pursuant to Section 13(a) or 15(d) of the Exchange Act since September 26, 2003; and
- (d) The description of the registrant's ordinary shares contained in its registration statement on Form 20-F filed September 26, 2003, and the description of the registrant's American Depositary Shares ("ADSs"), each of which represents ten ordinary shares and which are evidenced by American Depositary Receipts ("ADRs"), contained in its registration statement on Form 8-A filed October 10, 2003, under Section 12 of the Exchange Act, including any amendment or report filed for the purpose of updating such description.

Item 4. Description of Securities

The description of the ordinary shares of the registrant is contained in the registrant's registration statement under Section 12 of the Exchange Act on Form 20-F filed September 26, 2003. The description of the registrant's ADSs, each of which represents ten (10) ordinary shares and which are evidenced by ADRs, is contained in the registrant's registration statement under Section 12 of the Exchange Act on Form 8-A filed October 10, 2003.

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The value of the share measurement units will be based on the trading price of the ADSs. The share measurement units will be used for measurement purposes only and a participant's election to invest in any such share measurement units, the allocation of his or her account balance thereto, the calculation of additional amounts and the crediting or debiting of such amounts to a participant's account balance shall not be considered or construed in any manner as an actual investment of his or her account balance in any ADSs or ordinary shares of the registrant. In the event that the administrator (the "Committee") for the Rinker Materials Corporation Supplemental Executive Profit Sharing 401(k) plan (the "Plan"), in its discretion, decides to invest funds in ADSs representing ordinary shares of the registrant, no participant shall have any rights in or to such ADSs or ordinary shares themselves, except to the limited extent described below. Without limiting the foregoing, a participant's account balance shall at all times be a bookkeeping entry only and shall not represent any investment made on his or her behalf by the registrant, that participant's employer or the trust for the Plan; the participant shall at all times remain a general unsecured creditor of the participant's employer. However, to the extent that the trust for the Plan holds actual ADSs of the registrant, as determined by the Committee, (i) the participant will be provided with a copy of all proxy and proxy solicitation materials before each annual or special meeting of shareholders of the registrant and a copy of all other shareholder materials distributed as soon as administratively feasible following receipt by the trustee and (ii) the participant will have the exclusive right to direct the trustee of such trust to

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vote, tender or exercise similar rights (including rights to accept takeover offers) with respect to the ADSs of the registrant treated as allocated to that participant's account.

Any stock dividends, cash dividends, other non-cash dividends or return of capital that would have been payable on the share measurement units credited to a participant's Plan account will be credited to that participant's Plan Account in the form of additional share measurement units and will automatically be deemed to be re-invested in the applicable fund holding the share measurement units.

The amount of share measurement units credited to a participant's Plan account may be adjusted by the Committee, in its sole discretion, to prevent dilution or enlargement of the participant's rights with respect to the portion of that participant's Plan account allocated to the applicable fund holding the share measurement units in the event of any reorganization, reclassification, stock split, or other unusual corporate transaction or event which affects the value of the share measurement units.

Item 5. Interests of Named Experts and Counsel

Not applicable.

Item 6. Indemnification of Directors and Officers

The Constitution of the registrant provides that to the extent permitted by law, the registrant must indemnify, on a full indemnity basis, each current and former director, secretary or executive officer of the registrant, and such other officers or former officers of the registrant or its subsidiaries as the directors in each case determine, against all losses, liabilities, costs, charges and expenses incurred by them in their capacity as an officer of the registrant or of a subsidiary. In addition, each director entered into a deed of indemnity, insurance and access with the registrant upon appointment. Such deeds: (a) provide for the aforementioned indemnity; (b) require the registrant to cause directors' and officers' insurance policies to be made available during the term of the directorship and for seven years thereafter; and (c) require the registrant to maintain copies of board papers for at least seven years from the date of the relevant meeting and, in certain circumstances, to make copies of such papers available to the director after he or she has ceased to be a director, for the purpose of defending a claim against such former director.

Item 7. Exemption from Registration Claimed

Not applicable.

Item 8. Exhibits

5.1

Opinion of Taft, Stettinius & Hollister LLP as to legality of the share measurement units

5.2

Opinion of Taft, Stettinius & Hollister LLP confirming compliance with the provisions of the Plan with the requirements of ERISA

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Consent of KPMG LLP

23.2

Consent of Deloitte Touche Tohmatsu

23.3

Consent of Taft, Stettinius & Hollister LLP (included in Exhibits 5.1 and 5.2)

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Power of Attorney

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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;

(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 thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement;

(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) of this section do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, 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 of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) 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 of 1933 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 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 Act and will be governed by the final adjudication of such issue.

*Paragraph references correspond to those of Regulation S-K, Item 512.

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SIGNATURES

The Registrant. 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 Chatswood, State of New South Wales, Australia as of the 15th day of December, 2003.

RINKER GROUP LIMITED

By: /s/ PETER ABRAHAM

Name: Peter Abraham

Title: General Counsel and Company Secretary

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated as of the 15th day of December, 2003.

| Signature | Title |
|------------------|-----------------------------------------------------------------------------------------------|
| <hr/> | |
| * | Principal Executive Officer and Director |
| <hr/> | |
| David Clarke | |
| * | Principal Financial and Accounting Officer and Authorized Representative in the United States |
| <hr/> | |
| Tom Burmeister | |
| * | Chairman of the Board of Directors |
| <hr/> | |
| John Morschel | |
| * | Director |
| <hr/> | |
| John Arthur | |
| * | Director |
| <hr/> | |
| Marshall Criser | |
| * | Director |
| <hr/> | |
| John Ingram | |
| * | Director |
| <hr/> | |
| Walter Revell | |

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*Pursuant to Power of Attorney

By: /s/ PETER ABRAHAM

Peter Abraham, Attorney-in-Fact

The Plan. Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the employee benefit plan) have duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of West Palm Beach, State of Florida, on December 15, 2003.

Rinker Materials Corporation Supplemental Executive 401(k) Profit Sharing Plan

By: /s/ IRA FIALKOW

Name: Ira Fialkow

Title: Vice President, Rinker Materials Corporation

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PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

SIGNATURES