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STANTEC INC
Form 40FR12B
August 03, 2005

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 40-F

Registration statement pursuant to Section 12 of the Securities Exchange Act of 1934

or

Annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934

FOR FISCAL YEAR ENDED: NOT APPLICABLE

COMMISSION FILE NUMBER: 001-32562

STANTEC INC.

(Exact name of registrant as specified in its charter)

| | | |
|---|---|--|
| CANADA | 8711 | NOT APPLICABLE |
| (Province or other jurisdiction of incorporation or organization) | (Primary standard industrial classification code number, if applicable) | (I.R.S. employer identification number, if applicable) |

10160 - 112 STREET
EDMONTON, ALBERTA,
CANADA, T5K 2L6
(780) 917-7000

(Address and telephone number of registrant's principal executive office)

STANTEC CONSULTING INC., 8211 SOUTH 48TH STREET, PHOENIX, ARIZONA 85044,
(602) 438-2200

(Name, address and telephone number of agent for service in the United States)

Securities registered or to be registered pursuant to Section 12(b) of the Act:

| | |
|----------------------|--|
| Title of each class: | Name of each exchange on which registered: |
| COMMON SHARES | NEW YORK STOCK EXCHANGE |

Securities registered or to be registered pursuant to Section 12(g) of the Act: NONE

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: NONE

For annual reports, indicate by check mark the information filed with this form:

Annual Information Form Audited Annual Financial Statements

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report: NOT APPLICABLE

Indicate by check mark whether the registrant by filing the information contained in this form is also thereby furnishing the information to the

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Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934 (the "Exchange Act"). If "Yes" is marked, indicate the file number assigned to the registrant in connection with such rule.

Yes [] No [X]

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13(d) or 15(d) of the Exchange Act during the proceeding 12 months (or for such shorter period that the registrant was required to file such reports); and (2) has been subject to such filing requirements in the past 90 days.

Yes [] No [X]

OFF-BALANCE SHEET ARRANGEMENTS

As of June 30, 2005, the Registrant's only material off-balance sheet financing arrangements relate to letters of credit in the amount of C\$1.7 million.

CONTRACTUAL OBLIGATIONS

The following table summarizes the contractual obligations due on the Registrant's long-term debt, other liabilities, and operating lease commitments as of December 31, 2004:

| | PAYMENTS DUE BY PERIOD | | | |
|--|------------------------|---------------------|-------------------|-------------------|
| | TOTAL | LESS THAN 1 YEAR | 2-3 YEARS | 4-5 YEARS |
| (IN THOUSANDS OF CANADIAN DOLLARS) | | | | |
| Long-term debt | C\$ 33,975 | C\$ 12,820 | C\$ 19,585 | C\$ 1,457 |
| Interest on debt (1)..... | 2,824 | 1,479 | 1,269 | 7 |
| Other liabilities..... | 19,868 | 3,050 | 6,079 | 3,400 |
| Operating lease commitments..... | 207,666 | 29,509 | 50,301 | 34,211 |
| Total contractual obligations.... | C\$ 264,333 | C\$ 46,858 | C\$ 77,234 | C\$ 39,147 |

(1) Based on an estimated average interest rate of 5.42% per year.

UNDERTAKING AND CONSENT TO SERVICE OF PROCESS

A. UNDERTAKING

The Registrant undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to: the securities registered pursuant to Form 40-F; or transactions in said securities.

B. CONSENT TO SERVICE OF PROCESS

Concurrently with the filing of this Registration Statement on Form 40-F, the

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Registrant has filed with the Commission a written irrevocable consent and power of attorney on FORM F-X.

Any change to the name or address of the agent for service of the Registrant shall be communicated promptly to the Commission by amendment to Form F-X Referencing the file number of the Registrant.

SIGNATURES

Pursuant to the requirements of the Exchange Act, the Registrant certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

STANTEC INC.

By: /s/ Jeffrey S. Lloyd

Name: Jeffrey S. Lloyd
Title: Vice President, Secretary and General
Counsel

Dated: August 3, 2005

EXHIBIT INDEX

| EXHIBITS | DESCRIPTION |
|----------|--|
| 23.1 | Consent of Ernst & Young LLP - Independent Registered Public Accounting Firm |
| 23.2 | Consent of KPMG LLP- Independent Registered Public Accounting Firm |
| 99.01 | Press Release - January 16, 2004 |
| 99.02 | Material Change Report - January 23, 2004 |
| 99.03 | Notice of Meeting and Record Date - February 20, 2004 |
| 99.04 | Press Release - February 26, 2004 |
| 99.05 | Press Release - April 5, 2004 |
| 99.06 | Annual Participation Fee - April 7, 2004 |
| 99.07 | Annual Report - April 7, 2004 |
| 99.08 | Annual Report Feedback Card - April 7, 2004 |
| 99.09 | Audited Annual Financial Statements - April 7, 2004 |
| 99.10 | Confirmation of Mailing - April 7, 2004 |
| 99.11 | Employee Share Purchase Plan Proxy- April 7, 2004 |
| 99.12 | Letter to Shareholders - April 7, 2004 |
| 99.13 | Management's Discussion & Analysis - April 7, 2004 |
| 99.14 | Management Information Circular - April 7, 2004 |
| 99.15 | Notice of Meeting - April 7, 2004 |
| 99.16 | Form of Proxy - April 7, 2004 |
| 99.17 | Supplement Mailing - April 7, 2004 |
| 99.18 | Report on Securities in QC - April 8, 2004 |
| 99.19 | Annual Information Form - April 12, 2004 |
| 99.20 | Material Change Report - April 12, 2004 |
| 99.21 | Notice regarding AIF NI 51-102 F2 - April 19, 2004 |
| 99.22 | News Release - May 6, 2004 |
| 99.23 | Voting Results - May 10, 2004 |
| 99.24 | Form 52-109F2 - Certification of Interim Filings - CEO - May 14, 2004 |

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99.25 Form 52-109F2 - Certification of Interim Filings - CFO - May 14, 2004
99.26 Interim Financial Statements - May 14, 2004
99.27 Interim Management's Discussion & Analysis - May 14, 2004
99.28 News Release - May 28, 2004
99.29 Normal Course Issuer Bid Report - June 4, 2004
99.30 Normal Course Issuer Bid Notice of Intention - June 4, 2004
99.31 Material Change Report - June 7, 2004
99.32 News Release - August 5, 2004
99.33 Form 52-109F2 - Certification of Interim Filings - CEO - August 12, 2004
99.34 Form 52-109F2 - Certification of Interim Filings - CFO - August 12, 2004
99.35 Interim Financial Statements - August 12, 2004
99.36 Interim Management's Discussion & Analysis - August 12, 2004
99.37 News Release - September 27, 2004
99.38 News Release - October 12, 2004
99.39 News Release - November 4, 2004
99.40 52-109F2 - Certification of Interim Filings - CEO - November 11, 2004
99.41 52-109F2 - Certification of Interim Filings - CFO - November 11, 2004
99.42 Interim Financial Statements - November 11, 2004
99.43 Interim Management's Discussion & Analysis - November 11, 2004
99.44 News Release - February 24, 2005
99.45 Notice of Meeting and Record Date - March 3, 2005
99.46 52-109FT1 - Certification of Interim Filings - CEO - March 31, 2005
99.47 52-109FT1 - Certification of Interim Filings - CFO - March 31, 2005
99.48 Annual Information Form - March 31, 2005
99.49 Audited Annual Financial Statements - March 31, 2005 (Incorporated by reference from the Registrant's registration statement on Form F-4/A (File No. 333-124748), filed with the Securities and Exchange Commission as of July 19, 2005)
99.50 Annual Participation Fee - March 31, 2005
99.51 Annual Report - March 31, 2005
99.52 Annual Report Feedback - March 31, 2005
99.53 Employee Share Purchase Plan Proxy - March 31, 2005
99.54 Management's Discussion & Analysis - March 31, 2005
99.55 Management Information Circular - March 31, 2005
99.56 Notice of Meeting - March 31, 2005
99.57 Form of Proxy - March 31, 2005
99.58 Report on Securities in QC, March 31, 2005
99.59 Security holders documents - By-law No. 1 of Stantec Inc. - March 31, 2005
99.60 Security holders documents - Certificate of Amendment of Stantec Inc.

99.61 Shareholder Letter - March 31, 2005
99.62 Notice regarding AIF (NI 51-102 F2) - April 1, 2005
99.63 Confirmation of Mailing - April 7, 2005
99.64 News Release - April 14, 2005 (Incorporated by reference from the Registrant's 425, filed with the Securities and Exchange Commission as of April 14, 2005)
99.65 Schedule 13D - April 21, 2005 (Incorporated by reference from the Registrant's Schedule 13D filed with the Securities and Exchange Commission as of April 19, 2005)
99.66 Conference Call Transcript - April 21, 2005 (Incorporated by reference from the Registrant's 425, filed with the Securities and Exchange Commission as of April 18, 2005)
99.67 Contact Information - April 21, 2005
99.68 Form 3 - April 21, 2005 (Incorporated by reference from the Registrant's Form 3, filed with the Securities and Exchange Commission as of April 19, 2005)
99.69 Integration Plan - April 21, 2005 (Incorporated by reference from the Registrant's 425, filed with the Securities and Exchange Commission as of April 15, 2005)
99.70 Investors Question & Answer - April 21, 2005 (Incorporated by reference from the Registrant's 425, filed with the Securities and Exchange Commission as of April 20, 2005)
99.71 Joint Web Announcement - April 21, 2005
99.72 Material Change Report - April 21, 2005

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- 99.73 Merger Agreement - April 21, 2005 (Incorporated by reference from the Registrant's registration statement on Form F-4 (File No. 333-124748), filed with the Securities and Commission as of May 9, 2005)
- 99.74 Stockholders Support Agreement - April 21, 2005 (Incorporated by reference from the Registrant's registration statement on Form F-4 (File No. 333-124748), filed with the S and Exchange Commission as of May 9, 2005)
- 99.75 Revised Conference Call Transcript - April 28, 2005 (Incorporated by reference from the Registrant's 425, filed with the Securities and Exchange Commission as of April 28, 2005)
- 99.76 Alternative Monthly Report - May 10, 2005
- 99.77 News release - May 10, 2005 - Voting Results - May 10, 2005
- 99.78 Annual General Meeting Transcript - May 12, 2005 (Incorporated by reference from the Registrant's 425, filed with the Securities and Exchange Commission as of May 12, 2005)
- 99.79 First Quarter Results Conference Call Transcript - May 12, 2005 (Incorporated by reference from the Registrant's 425, filed with the Securities and Exchange Commission as of May 12, 2005)
- 99.80 52-109FT2 - Certification of Interim Filings - CEO - May 13, 2005
- 99.81 52-109FT2 - Certification of Interim Filings - CFO - May 13, 2005
- 99.82 Interim Financials - May 13, 2005 (Incorporated by reference from the Registrant's registration statement on Form F-4/A (File No. 333-124748), filed with the Securities and Exchange Commission as of June 24, 2005)
- 99.83 Interim Management's Discussion & Analysis - May 13, 2005
- 99.84 Form F-4 - May 19, 2005 (Incorporated by reference from the Registrant's registration statement on Form F-4 (File No. 333-124748), filed with the Securities and Exchange Commission as of May 9, 2005)
- 99.85 Options Memorandum - May 19, 2005
- 99.86 CEO Forum held on April 29, 2005 - May 20, 2005 (Incorporated by reference from the Registrant's 425, filed with the Securities and Exchange Commission as of April 29, 2005)
- 99.87 CEO Forum - May 20, 2005 (Incorporated by reference from the Registrant's 425, filed with the Securities and Exchange Commission as of May 24, 2005)
- 99.88 Employee Responses for April 22, 2005 - May 20, 2005 (Incorporated by reference from the Registrant's 425, filed with the Securities and Exchange Commission as of April 29, 2005)
- 99.89 Employee Responses for April 29, 2005 - May 20, 2005 (Incorporated by reference from the Registrant's 425, filed with the Securities and Exchange Commission as of April 29, 2005)
- 99.90 Employee Responses for May 6, 2005 - May 20, 2005 (Incorporated by reference from the Registrant's 425, filed with the Securities and Exchange Commission as of May 10, 2005)
- 99.91 Employee Responses for May 20, 2005 - May 20, 2005 (Incorporated by reference from the Registrant's 425, filed with the Securities and Exchange Commission as of June 10, 2005)
- 99.92 Merger Memorandum - May 24, 2005
- 99.93 Restricted Stock - May 24, 2005
- 99.94 Annual Information Form letter - May 30, 2005
- 99.95 Revised Annual Information Form - May 30, 2005
- 99.96 Press Release - May 31, 2005

- 99.96 Normal Course Issuer Bid Notice of Intention - June 09, 2005
- 99.97 Material Change Report- June 09, 2005
- 99.98 Normal Course Issuer Bid (Quebec) - June 09, 2005
- 99.99 CEO Forum - June 10, 2005
- 99.100 CEO Forum - June 27, 2005 (Incorporated by reference from the Registrant's 425, filed with the Securities and Exchange Commission as of June 24, 2005)
- 99.101 Form F-4 Amendment #1 - June 27, 2005 (Incorporated by reference from the Registrant's registration statement on Form F-4/A (File No. 333-124748), filed with the Securities and Exchange Commission as of June 24, 2005)
- 99.102 Press Release - June 28, 2005
- 99.103 Certificate of Amendment - July 22, 2005
- 99.104 Press Release - July 28, 2005 (Incorporated by reference from the Registrant's 425, filed with the Securities and Exchange Commission as of July 28, 2005)