

HARMAN INTERNATIONAL INDUSTRIES INC /DE/
Form S-8
May 03, 2011

As filed with the Securities and Exchange Commission on May 3, 2011.

Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

**HARMAN INTERNATIONAL INDUSTRIES,
INCORPORATED**

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

11-2534306

(I.R.S. Employer Identification Number)

400 Atlantic Street, Suite 1500

Stamford, CT
(Address of principal executive offices)

06901
(Zip Code)

HARMAN INTERNATIONAL INDUSTRIES, INCORPORATED

AMENDED AND RESTATED

2002 STOCK OPTION AND INCENTIVE PLAN

(Full title of the plan)

Todd A. Suko

Executive Vice President, General Counsel and Secretary

Harman International Industries, Incorporated

400 Atlantic Street, Suite 1500

Stamford, CT 06901

(Name and address of agent for service)

(203) 328-3500

(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

Non-Accelerated Filer

Accelerated Filer

Smaller Reporting Company

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered | Amount Registered (1) (2) | Proposed Maximum Offering Price per Share (3) | Proposed Maximum Aggregate Offering Price (3) | Amount of Registration Fee (3) |
|---|----------------------------------|--|--|---------------------------------------|
| Common Stock, par value \$0.01 per share | 1,100,000 shares | \$48.58 | \$53,438,000 | \$6,204 |

- (1) Represents additional shares of Common Stock issuable pursuant to the Harman International Industries, Incorporated Amended and Restated 2002 Stock Option and Incentive Plan (the Plan) being registered hereon.
- (2) Pursuant to Rule 416 of the Securities Act of 1933 (the Securities Act), this Registration Statement also covers such additional shares of Common Stock as may become issuable pursuant to the anti-dilution provisions of the Plan.
- (3) Estimated solely for calculating the amount of the registration fee, pursuant to paragraphs (c) and (h) of Rule 457 of the General Rules and Regulations under the Securities Act, on the basis of the average of the high and low sale prices of the Common Stock on the New York Stock Exchange on May 2, 2011, within five business days prior to filing.

EXPLANATORY NOTE

This Registration Statement is being filed by the Registrant to register an additional 1,100,000 shares of common stock, par value \$0.01 per share (the Common Stock), for issuance under the Harman International Industries, Incorporated Amended and Restated 2002 Stock Option and Incentive Plan (the Plan). Pursuant to General Instruction E to Form S-8, the contents of the earlier registration statements on Form S-8 concerning the Plan filed with the Securities and Exchange Commission (the Commission) on February 27, 2003 (Commission file No. 333-103487) and December 5, 2008 (Commission file No. 333-155962) are incorporated herein by reference, except to the extent supplemented, amended or superseded by the information set forth herein.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Registrant hereby incorporates by reference into this Registration Statement the following documents filed by the Registrant with the Commission pursuant to the Securities Exchange Act of 1934, as amended (the Exchange Act), in each case as of their respective dates:

- (i) the Registrant's Annual Report on Form 10-K for the fiscal year ended June 30, 2010, filed with the Commission on August 6, 2010;
- (ii) the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2010, filed with the Commission on November 3, 2010;
- (iii) the Registrant's Quarterly Report on Form 10-Q for the quarter ended December 31, 2010, filed with the Commission on February 3, 2011;
- (iv) the Registrant's Quarterly Report on Form 10-Q/A for the quarter ended December 31, 2010, filed with the Commission on February 8, 2011;
- (v) the Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 2011, filed with the Commission on April 29, 2011;
- (vi) the Registrant's Current Reports on Form 8-K filed with the Commission on December 7, 2010, December 8, 2010, March 1, 2011 and March 8, 2011; and
- (vii) the description of the Common Stock contained in the Registrant's Registration Statement on Form 8-A/A (Commission File No. 001-09764), filed on February 27, 2003, including any amendments thereto.

In addition, all documents hereafter filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all such securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents.

Any statement contained herein or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is or is deemed to be incorporated by

reference herein modifies or supersedes such statement. 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 8. Exhibits.

| Exhibit No. | Exhibit Description |
|-------------|---|
| 4.1 | Restated Certificate of Incorporation of Harman International Industries, Incorporated, as amended (filed as Exhibit 3.1 to the Quarterly Report on Form 10-Q for the quarter ended December 31, 2003, Commission File No. 001-09764, and hereby incorporated by reference). |
| 4.2 | By-Laws of Harman International Industries, Incorporated, as amended, dated February 6, 2008 (filed as Exhibit 3.1 to the Quarterly Report on Form 10-Q for the quarter ended December 31, 2007, Commission File No. 001-09764, and hereby incorporated by reference). |
| 5.1* | Opinion of Todd A. Suko, Executive Vice President, General Counsel and Secretary. |
| 23.1* | Consent of Todd A. Suko, Executive Vice President, General Counsel and Secretary (included in Exhibit 5.1). |
| 23.2* | Consent of KPMG LLP. |
| 24.1* | Power of Attorney is contained on the signature pages to this Registration Statement. |
| 99.1 | Amendment No.1 to the Harman International Industries, Incorporated Amended and Restated 2002 Stock Option and Incentive Plan (filed as Exhibit 10.3 to the Quarterly Report on Form 10-Q for the quarter ended December 31, 2010, Commission File No. 001-09764 and hereby incorporated by reference). |
| 99.2 | Harman International Industries, Incorporated Amended and Restated Restricted 2002 Stock Option and Incentive Plan (filed as Exhibit 99.1 to the Registration Statement on Form S-8, Commission File No. 333-155962 and hereby incorporated by reference). |

* Filed herewith

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 Stamford, State of Connecticut, on this 3rd day of May, 2011.

HARMAN INTERNATIONAL INDUSTRIES,
INCORPORATED

By: /s/ TODD A. SUKO
Todd A. Suko
**Executive Vice President, General Counsel and
Secretary**

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below, on behalf of Harman International Industries, Incorporated, a Delaware corporation (the Corporation), hereby constitutes and appoints Todd A. Suko and Marisa Iasenza, and each of them, the true and lawful attorneys or attorneys-in-fact, with full power of substitution and resubstitution, for the Corporation, to sign on behalf of the Corporation and on behalf of the undersigned in his or her capacity as an officer and/or a director of the Corporation, any and all amendments (including post-effective amendments, exhibits thereto and other documents in connection therewith) to this Registration Statement on Form S-8 for the registration of shares of the Corporation's common stock issuable under the Plan and to file the same, with all exhibits thereto, and other documents in connection therewith, to or with the Commission pursuant to the Securities Act of 1933, as amended, and the regulations promulgated thereunder, granting unto said attorney or attorneys-in-fact, and each of them with or without the others, 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 in order to effectuate the same as fully to all intents and purposes as the undersigned might or could in person, hereby ratifying and confirming all that said attorney or attorneys-in-fact, or any of them or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the date indicated.

| Signature | Title | Date |
|---|--|-------------|
| /s/ DINESH PALIWAL Dinesh Paliwal | Chairman and Chief Executive Officer (Principal Executive Officer) | May 2, 2011 |
| /s/ HERBERT K. PARKER Herbert K. Parker | Chief Financial Officer (Principal Financial Officer) | May 2, 2011 |
| /s/ JENNIFER PETER Jennifer Peter | Vice President and Chief Accounting Officer (Principal Accounting Officer) | May 2, 2011 |
| /s/ ANN McLAUGHLIN KOROLOGOS Ann McLaughlin Korologos | Director | May 2, 2011 |
| /s/ EDWARD H. MEYER Edward H. Meyer | Director | May 2, 2011 |
| Brian F. Carroll | Director | |
| /s/ HELLENE S. RUNTAGH Hellene S. Runtagh | Director | May 2, 2011 |
| Harald Einsmann | Director | |
| /s/ KENNETH REISS Kenneth Reiss | Director | May 2, 2011 |
| /s/ GARY G. STEEL Gary G. Steel | Director | May 2, 2011 |
| /s/ DR. JIREN LIU Dr. Jiren Liu | Director | May 2, 2011 |

INDEX TO EXHIBITS

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