

NEW CENTURY FINANCIAL CORP
Form S-2MEF
October 10, 2001

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AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON OCTOBER 10, 2001

REGISTRATION NO. 333-

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-2

REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

NEW CENTURY FINANCIAL CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

6162
(Primary Standard Industrial
Classification Code Number)
18400 Von Karman Avenue, Suite 1000
Irvine, California 92612
(949) 440-7030

33-0683629
(I.R.S. Employer
Identification Number)

(Address, including zip code, and telephone number, including
area code, of registrant's principal executive offices)

Stergios Theologides
Senior Vice President, General Counsel and Secretary
New Century Financial Corporation
18400 Von Karman Avenue, Suite 1000
Irvine, California 92612
(949) 440-7030

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies To:

David A. Krinsky
Karen K. Dreyfus
O'Melveny & Myers LLP
610 Newport Center Drive, Suite 1700
Newport Beach, California 92660
(949) 760-9600

Allen Z. Sussman
Albert Y. Park
Ilyse T. Winnick
Morrison & Foerster LLP
555 West Fifth Street, Suite 3500
Los Angeles, California 90013
(213) 892-5200

Approximate date of commencement of proposed sale to the public:
As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box: //

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If the registrant elects to deliver its latest Form 10-K, as amended, to security holders or a complete and legible facsimile thereof, pursuant to Item 11(a)(1) of this Form, check the following box: //

If this Form is filed to register additional securities of an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration number of the earlier effective registration statement for the same offering: /x/. File No. 333-66108

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering: //

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration number of the earlier effective registration statement for the same offering: //

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box: //

Calculation of Registration Fee

| Title of Each Class of Securities To Be Registered | Amount To Be Registered | Proposed Maximum Aggregate Offering Price Per Shares | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|--|-------------------------|--|---|----------------------------|
| Common Stock (\$0.01 par value) | 575,000 shares | \$11.00 | \$6,325,000 | \$1,582.00 |

NEW CENTURY FINANCIAL CORPORATION

New Century Financial Corporation hereby incorporates by reference into this Registration Statement on Form S-2 in its entirety the Registration Statement on Form S-2 (File No. 333-66108), filed with the Securities and Exchange Commission (the "Commission") on July 25, 2001 and declared effective by the Commission on October 9, 2001, including Amendment No. 1 to Registration Statement, filed with the Commission on August 27, 2001, Amendment No. 2 to Registration Statement, filed with the Commission on October 8, 2001, and each of the documents filed by the Company with the Commission as exhibits thereto.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Company has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Irvine, County of Orange, State of California, on October 10, 2001.

NEW CENTURY FINANCIAL CORPORATION

By: /s/ BRAD A. MORRICE

Brad A. Morrice
Vice Chairman, President and
Chief Operating Officer

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

| Signature | Title | Date |
|-----------|-------|-------|
| _____ | _____ | _____ |

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| Signature | Title | Date |
|--|---|------------------|
| * Robert K. Cole | Chairman of the Board, Chief Executive Officer and Director (Principal Executive Officer) | October 10, 2001 |
| /s/ BRAD A. MORRICE Brad A. Morrice | Vice Chairman, President, Chief Operating Officer and Director | October 10, 2001 |
| * Edward F. Gotschall | Vice Chairman, Chief Financial Officer and Director (Principal Financial and Accounting Officer) | October 10, 2001 |
| * Fredric J. Forster | Director | October 10, 2001 |
| * Michael M. Sachs | Director | October 10, 2001 |
| * Terrence P. Sandvik | Director | October 10, 2001 |
| * Richard A. Zona | Director | October 10, 2001 |
| *By: /s/ BRAD A. MORRICE Brad A. Morrice <i>Attorney-in-fact</i> | | |

EXHIBIT INDEX

| Exhibit Number | Description of Document |
|----------------|--|
| 5.1 | Opinion of O'Melveny & Myers LLP |
| 23.1 | Consent of KPMG LLP |
| 23.2 | Consent of O'Melveny & Myers LLP. Reference is made to Exhibit 5.1 |

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