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THOMSON MULTIMEDIA  
Form S-8  
December 02, 2003

As filed with the Securities and Exchange Commission on December 2, 2003  
Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT  
UNDER THE  
SECURITIES ACT OF 1933

THOMSON

(Exact Name of Registrant as Specified in Its Charter)

THOMSON

(Registrant's Name for Use in English)

The Republic of France  
(State or Other Jurisdiction of  
Incorporation or Organization)

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

46, quai A. Le Gallo, 92100 Boulogne, France  
(Address of Principal Executive Offices)

THOMSON U.S. Employee Shareholding December 2003  
(Full Title of the Plan)

THOMSON, Inc.  
10330 North Meridian Street  
Indianapolis, IN 46290, U.S.A.  
(Name and Address of Agent for Service)

Please Send Copies of Communications to:  
George Spera  
Shearman & Sterling  
599 Lexington Avenue  
New York, NY 10022  
(212) 848-7636

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered (1)	Amount to be Registered (2)	Proposed Maximum Offering Price Per Ordinary Share (3)	Proposed Maximum Aggregate Offering Price	A Reg
Common Stock of THOMSON, nominal value (euro)3.75 per share	3,000,000 shares	\$ 17.54	\$ 52,620,000	

- (1) The Common Stock may be represented by American Depositary Shares, each of which represents one share of Common Stock. American Depositary Receipts evidencing American Depositary Shares issuable on deposit of the Common Stock have been registered pursuant to a separate Registration Statement on Form F-6 (Registration No. 333-11024).
- (2) The amount being registered also includes an indeterminate number of shares of Common Stock which may be offered as a result of stock splits, stock dividends and anti-dilution provisions and other terms, in accordance with Rule 416.
- (3) The offering price of (euro) 14.60 per share has been converted to U.S. dollars using the 10 a.m. spot rate on November 28, 2003 as published by the Federal Reserve Bank of New York. Such conversion is used solely for purposes of calculating the registration fee.

INTRODUCTORY STATEMENT

This Registration Statements covers up to 3,000,000 shares of Common Stock that may be sold to eligible employees under the THOMSON U.S. Employee Shareholding December 2003 (the "Plan").

PART I  
INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

EXPLANATORY NOTE

As permitted by Rule 428 under the Securities Act of 1933, as amended, this Registration Statement omits the information specified in Part I of Form S-8. THOMSON will deliver the documents containing the information specified in Part I to the participants in the plan covered by this registration statement as required by Rule 428(b). THOMSON is not filing these documents with the Securities and Exchange Commission as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 of the Securities Act.

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PART II  
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents that THOMSON has filed with the Securities and Exchange Commission are incorporated in this Registration Statement by reference and made a part hereof:

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(a) our Annual Report on Form 20-F for the fiscal year ended December 31, 2002 (Commission File No. 0-3003);

(b) the following reports on Form 6-K (Commission File No. 0-3003):

- a. report for the month of July 2003 filed with the Commission on July 28, 2003;
- b. report for the month of October 2003 filed with the Commission on October 20, 2003;
- c. report for the month of November 2003 filed with the Commission on November 3, 2003;
- d. report for the month of November 2003 filed with the Commission on November 6, 2003; and
- e. report for the month of November 2003 filed with the Commission on November 28, 2003;

(c) the description of our Common Stock and American Depositary Receipts contained in our Amended Registration Statement on Form 8-A/A filed with the Commission on December 17, 2001.

All documents filed by THOMSON under sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 after the date of this registration statement, but prior to the filing of a post-effective amendment which indicates that all securities offered hereby 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.

Each document incorporated by reference is current only as of the date of such document, and the incorporation by reference of such document shall not create any implication that there has been no change in the affairs of THOMSON since its date thereof or that the information contained in it is current as of any time subsequent to its date. Any statement contained in such a document shall be deemed to be modified or superseded for the purpose of this registration statement to the extent that a subsequent statement contained herein or in a subsequently filed document incorporated by reference herein, modifies or supersedes that statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement. In addition, any statement contained in any such document shall be deemed to be superseded for the purpose of this registration statement to the extent that a discussion contained herein covering the same subject matter omits such statement. Any such statement omitted shall not be deemed to constitute a part of this registration statement.

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Item 4. Description of Securities

Not applicable.

Item 5. Interests of Named Experts and Counsel

None.

Item 6. Indemnification of Directors and Officers

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THOMSON maintains liability insurance for its directors and officers, including insurance against liabilities under the Securities Act of 1933.

### Item 7. Exemption from Registration Claimed

Not applicable.

### Item 8. Exhibits

#### Exhibit No. Description

- 4.1 Amended by-laws of THOMSON (including English translation).\*
- 4.2 Deposit Agreement (including the form of American depository receipt) among THOMSON multimedia, Morgan Guaranty Trust Company of New York as depository, and all Owners and Beneficial Owners from time to time of American Depository Receipts issued thereunder, dated November 1, 1999.\*\*
- 4.3 Plan document for the THOMSON U.S. Employee Shareholding December 2003 (as applicable to United States employees).
- 23.1 Consents of Barbier Frinault & Autres (Ernst and Young), and of Mazars & Guerard, independent auditors.
- 24.1 Power of Attorney (included on signature page).

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\* Previously filed as an exhibit to our Annual Report on Form 20-F for the fiscal year ended December 31, 2002 (Commission File No. 0-3003) and incorporated herein by reference.

\*\* Previously filed as an exhibit to our Registration Statement on Form F-6 (Commission File No. 333-11024) and incorporated herein by reference.

The shares of Common Stock registered on this Registration Statement are not original issuance securities. Pursuant to Item 8(a) of Part II of Form S-8, an opinion of counsel as to the legality of the shares of Common Stock accordingly is not required.

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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;

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(iii) to include any 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) 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 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference into the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, as amended, 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; and

(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, as amended, each filing of the registrant's annual report pursuant to Section 13(a) or 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.

(c) Insofar as indemnification for liabilities arising under the Securities Act 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 Securities 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 Securities Act and will be governed by the final adjudication of such issue.

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### SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Boulogne, France on December 1, 2003.

THOMSON

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By: /s/ Charles Dehelly  
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Name: Charles Dehelly  
Title: Chief Executive 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 indicated on December 1, 2003. In addition, each of the undersigned hereby constitutes and appoints Charles Dehelly and Frank Dangeard, acting jointly or either of them acting individually, his attorneys-in-fact, each with power of substitution, in his name and in the capacity indicated below, to sign any and all further amendments (including post-effective amendments) to the registration statement and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof.

Signature: -----	Title: -----
/s/ Charles Dehelly ----- Charles Dehelly	Chief Executive Officer
/s/ Julian Waldron ----- Julian Waldron	Chief Financial Officer (also principal accounting officer)
/s/ Frank E. Dangeard ----- Frank E. Dangeard	Chairman of the Board of Directors
_____ Christian Blanc	Director
/s/ Thierry Breton ----- Thierry Breton	Director
/s/ Pierre Cabanes ----- Pierre Cabanes	Director

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Signature: -----	Title: -----
/s/ Catherine Cavallari ----- Catherine Cavallari	Director
s/ Paul Murray -----	Director

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Paul Murray

Director

\_\_\_\_\_  
Eddy W. Hartenstein

Director

/s/ Igor Landau

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Igor Landau

Director

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Pierre Lescure

Director

/s/ Jean de Rotalier

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Jean de Rotalier

Director

/s/ Marcel Roulet

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Marcel Roulet

Director

/s/ Tadahiro Sekimoto

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Tadahiro Sekimoto

Director

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Hank Vigil

Director

Loic Desmouceaux

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Loic Desmouceaux

Director

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Gerard Meymarian

Authorized Representative in the U.S.

/s/ Charles M. Freeland

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Name: Charles M. Freeland  
Title: Senior Counsel, Thomson Inc.

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