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ACTUANT CORP
Form S-8
January 15, 2003

Registration No. 333-____

As filed with the Securities and Exchange Commission on January 15, 2003
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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

ACTUANT CORPORATION
(Exact name of registrant as specified in its charter)

WISCONSIN
(State or other jurisdiction of
incorporation of organization)

39-0168610
(I.R.S. Employer
Identification No.)

6100 North Baker Road
Milwaukee, Wisconsin 53209
(Address of Principal Executive Offices)

ACTUANT CORPORATION
2001 OUTSIDE DIRECTORS' STOCK OPTION PLAN
(Full title of the plan)

Andrew G. Lampereur
Vice President and Chief Financial Officer
Actuant Corporation
6100 North Baker Road
Milwaukee, Wisconsin 53209
(Name and address of agent for service)

Copy to:
Helen R. Friedli, P.C.
McDermott, Will & Emery
227 West Monroe Street
Chicago, Illinois 60606

(414) 352-4160
(Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE
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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
Class A Common Stock, par value \$0.20 per share	40,000 shares	\$47.95	\$1,918,000	\$177

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- (1) Pursuant to Rule 416(a) under the Securities Act of 1933 (the "Securities Act"), this Registration Statement also relates to such indeterminate number of additional shares which may be issued if the anti-dilution and adjustment provisions of the plan become operative.
 - (2) Pursuant to Rule 457(h), estimated solely for the purpose of computing the registration fee, based upon \$47.95 per share, which is the average of the high and low sales prices of the Class A Common Stock reported on the New York Stock Exchange Composite Tape on January 10, 2003.
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PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

This Registration Statement relates to an amendment to the Actuant Corporation 2001 Outside Directors' Stock Option Plan which increases the number of shares of Class A Common Stock authorized and reserved for issuance thereunder by 40,000 shares. Pursuant to General Instruction E of Form S-8, the Registration Statement on Form S-8 relating to the plan (File No. 333-53704) filed by the Registrant with the Securities and Exchange Commission is incorporated herein by reference.

Item 8. Exhibits.

Reference is made to the Exhibit Index.

* * *

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 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 Milwaukee, State of Wisconsin, on January 13, 2003.

ACTUANT CORPORATION

By: /s/ Andrew G. Lampereur

Andrew G. Lampereur
Vice President and Chief Financial Officer
(Principal Financial Officer of the Registrant)

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints, Robert C. Arzbaeher and Andrew G. Lampereur, and each of them, his true and lawful attorneys-in-fact and agents, for him and in his name, place and stead in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission and any other regulatory authority, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and

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necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on January 13, 2003.

Signature	Title
/s/ Robert C. Arzbaecher ----- Robert C. Arzbaecher	President, Chief Executive Officer, Chairman Board and Director (Principal Executive Officer of the Registrant)
/s/ Andrew G. Lampereur ----- Andrew G. Lampereur	Vice President and Chief Financial Officer (Principal Financial Officer of the Registrant)
/s/ Timothy J. Teske ----- Timothy J. Teske	Corporate Controller (Principal Accounting Officer)
/s/ Gustav H.P. Boel ----- Gustav H.P. Boel	Director
/s/ Bruce S. Chelberg ----- Bruce S. Chelberg	Director
/s/ H. Richard Crowther ----- H. Richard Crowther	Director
/s/ William K. Hall ----- William K. Hall	Director
/s/ Kathleen J. Hempel ----- Kathleen J. Hempel	Director
/s/ William P. Sovey ----- William P. Sovey	Director

ACTUANT CORPORATION
EXHIBIT INDEX
TO
FORM S-8 REGISTRATION STATEMENT

Exhibit Number	Description
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- 5.1 Opinion (including consent) of McDermott, Will & Emery as to the legality of the securities to be issued.
- 23.1 Consent of PricewaterhouseCoopers LLP.