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AIRGAS INC
Form 11-K
March 28, 2003

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 11-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2002

OR

TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number 333-69214

A. Full title of the plan and the address of the plan, if different from
that of the issuer named below:

Airgas, Inc. 2001 Employee Stock Purchase Plan

B. Name of the issuer of the securities held pursuant to the plan and the
address of its principal executive office:

Airgas, Inc.
259 North Radnor-Chester Road
Suite 100
Radnor, PA 19087-5283

1

AIRGAS, INC.

2001 EMPLOYEE STOCK PURCHASE PLAN

ANNUAL REPORT ON FORM 11-K

December 31, 2002

INDEX

PAGE

Independent Auditors' Report..... 3

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AUDITED FINANCIAL STATEMENTS

Statements of Financial Position as of December 31, 2002 and 2001..... 4

Statements of Changes in Participants' Equity for the year ended
December 31, 2002, and the period August 2, 2001 (inception) to
December 31, 2001..... 5

Notes to Financial Statements..... 6

SIGNATURES..... 8

EXHIBIT INDEX

Consent of Independent Auditors 9

INDEPENDENT AUDITORS' REPORT

To the Governance and Compensation Committee of the
Airgas, Inc. Board of Directors:

We have audited the accompanying statements of financial position of the Airgas, Inc. 2001 Employee Stock Purchase Plan (the "Plan") as of December 31, 2002 and 2001 and the related statements of changes in participants' equity for the year ended December 31, 2002 and the period from August 2, 2001 (inception) to December 31, 2001. These financial statements are the responsibility of the Plan's administrator. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the Plan's administrator, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Plan as of December 31, 2002 and the changes in participants' equity for the year then ended and the financial position as of December 31, 2001 and the changes in its participants' equity for the period from August 2, 2001 (inception) to December 31, 2001, in conformity with accounting principles generally accepted in the United States of America.

/s/ KPMG LLP

Philadelphia, Pennsylvania
March 14, 2003

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3

AIRGAS, INC.
2001 EMPLOYEE STOCK PURCHASE PLAN

STATEMENTS OF FINANCIAL POSITION

December 31, 2002 and 2001

| | 2002 ---- | 2001 ---- |
|--|-------------------|-------------------|
| ASSETS | | |
| Participants' payroll deductions receivable from Airgas, Inc. | \$20,677 ===== | \$20,095 ===== |
| PARTICIPANTS' EQUITY | | |
| Participants' Equity | \$20,677 ===== | \$20,095 ===== |

The accompanying notes are an integral part of these financial statements.

4

AIRGAS, INC.
2001 EMPLOYEE STOCK PURCHASE PLAN

STATEMENTS OF CHANGES IN PARTICIPANTS' EQUITY

| | Year Ended December 31, 2002 ----- | The period from August 2, 2001 (inception) to December 31, 2001 ----- |
|--|--|---|
| Increase during period: | | |
| Participants' Contributions | \$8,651,749 | \$ -- |
| Transfer in of participants' payroll deductions from the 1998 Employee Stock Purchase Plan | -- | 1,338,616 |
| Cost of 782,423 shares in 2002, and 121,104 shares in 2001 of common stock of Airgas, Inc. issued to participants under the terms of the Plan (including \$26,392 in 2002, and \$1,939 in 2001 of cash refunded to employees | | |

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| | | |
|------------------------------------|-------------|-------------|
| who withdrew from the Plan) | (8,651,167) | (1,318,521) |
| | ----- | ----- |
| Net change in participants' equity | 582 | 20,095 |
| Balance at beginning of period | 20,095 | -- |
| | ----- | ----- |
| Balance at end of year | \$ 20,677 | \$ 20,095 |
| | ===== | ===== |

The accompanying notes are an integral part of these financial statements.

5

AIRGAS, INC.
2001 EMPLOYEE STOCK PURCHASE PLAN

NOTES TO FINANCIAL STATEMENTS

(1) DESCRIPTION OF PLAN

The following description of the Airgas, Inc. 2001 Employee Stock Purchase Plan (the "Plan") provides general information only. Participants should refer to the Plan prospectus for more complete information.

General

The purpose of the Plan is to encourage and assist employees of Airgas, Inc. and its subsidiaries (the "Company"), by giving them the opportunity to acquire an equity interest in the Company through the purchase of shares of the Company's Common Stock at a discount. Generally, employees may elect to have up to 15 percent of their annual gross compensation (including base salary, commissions and overtime) withheld to purchase the Company's Common Stock at 85 percent of its market value. The maximum market value of shares purchased by a Plan participant in any calendar year is limited to \$25,000. Market value under the Plan is the lesser of the closing market price of the Common Stock as of an employee's enrollment date in the Plan or the closing market price on the quarterly purchase date. Employees lock in a purchase price under the Plan for up to 27 months. If the closing market price of the Common Stock on the first trading day of a calendar quarter is less than an employee's existing 27 month purchase price, the employee is considered to re-enroll in the Plan and is granted a new 27 month purchase price.

The Plan was adopted by the Board of Directors in May 2001 and was approved by the stockholders of the Company in August 2001. A maximum of 1,500,000 shares of Common Stock may be purchased under the Plan. From the Plan's inception (August 2, 2001) through December 31, 2002, 903,527 shares were issued under the Plan. The initial purchase of shares under the Plan occurred on December 31, 2001 with participant payroll deductions of \$1,338,616 transferred from the Company's previous 1998 Employee Stock Purchase Plan.

The Plan is accounted for on the accrual basis of accounting. Purchases and sales of shares of Company Common Stock are recorded on a trade date basis.

Limitation of Plan Shares

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As of December 31, 2002, the Plan had 596,473 shares remaining for purchase by plan participants. It is anticipated that participants will purchase the remaining shares under the Plan during calendar 2003. If the number of shares available under the Plan is less than the number of shares that participants would otherwise be entitled to purchase, purchases by all participants shall be reduced proportionately. Any funds that cannot be applied to the purchase of shares shall be refunded to participants or credited to a successor employee stock purchase plan. The adoption of a successor employee stock purchase plan is subject to approval by the Company's Board of Directors and by the Company's stockholders. The adoption of a successor employee stock purchase plan would result in the establishment of a new participant purchase price based on the terms of the successor Plan.

6

AIRGAS, INC.
2001 EMPLOYEE STOCK PURCHASE PLAN

NOTES TO FINANCIAL STATEMENTS (continued)

(2) PURCHASE AND DISTRIBUTION OF SHARES

Purchases are made by the Plan quarterly. The Common Stock is purchased as described in note (1). Shares purchased are deposited into individual brokerage firm accounts maintained for the participants. The Bank of New York serves as the custodian of the participant brokerage accounts.

(3) PARTICIPANTS' PAYROLL DEDUCTIONS

At December 31, 2002 and 2001 payroll deductions receivable from Airgas, Inc. represent deductions which were individually less than the cost of one share of Common Stock and were carried forward for use in purchasing shares on the next quarterly purchase date.

(4) ADMINISTRATIVE EXPENSES OF THE PLAN

All administrative expenses of the Plan are paid by the Company. Any brokerage fees for the purchase of shares on behalf of Plan participants are paid by the Company, but brokerage fees for the resale of shares by participants are paid by the participants.

(5) FEDERAL INCOME TAX

The Plan is intended to qualify as an "employee stock purchase plan" under Section 421 and Section 423 of the Internal Revenue Code of 1986, as amended. Under existing federal income tax laws, the Plan is not subject to federal income tax. However, when any shares of stock purchased through the Plan are sold by a participant, income taxes on any gain or loss must be recognized by that participant.

(6) USE OF ESTIMATES

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of participants' equity and changes therein. Actual results could

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differ from those estimates.

7

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Plan Administrator has duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

2001 EMPLOYEE STOCK PURCHASE PLAN
(Name of Plan)

BY: Governance and Compensation Committee
of the Airgas, Inc. Board of Directors
as Plan Administrator

/s/ David M. Stout

David M. Stout

/s/ Lee M. Thomas

Lee M. Thomas

/s/ Robert L. Yohe

Robert L. Yohe

DATED: March 28, 2003

8

EXHIBIT INDEX

Exhibit

23 Consent of KPMG LLP

9