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COMMSCOPE INC
 Form S-8
 June 21, 2004

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON JUNE 21, 2004
 REGISTRATION NO. 333 -

SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

COMMSCOPE, INC.

(Exact name of registrant as specified in its charter)

DELAWARE
 (State or other
 jurisdiction of
 incorporation or
 organization)

36-4135495
 (I.R.S. Employer
 Identification Number)

1100 COMMSCOPE PLACE, S.E.
 P.O. BOX 339
 HICKORY, NORTH CAROLINA
 28602

(Address of registrant's principal executive
 offices, including zip code)

AMENDED AND RESTATED COMMSCOPE, INC.
 1997 LONG-TERM INCENTIVE PLAN
 (Full title of the plan)

FRANK B. WYATT II, ESQ.
 SENIOR VICE PRESIDENT, GENERAL COUNSEL AND SECRETARY
 1100 COMMSCOPE PLACE, S.E., P.O. BOX 339
 HICKORY, NORTH CAROLINA 28602
 (828) 324-2200

(Name, address, and telephone number of agent for service)

CALCULATION OF REGISTRATION FEE

TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED (1)	PROPOSED MAXIMUM OFFERING PRICE PER SHARE	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE	AMOUNT OF REGISTRATION FEE
Common Stock, par value \$.01 per share (the "Common Stock")	1,500,000 shares	\$17.15 (2)	\$25,725,000 (2)	\$3,259.36

- =====
- (1) Includes an indeterminate number of shares of Common Stock that may be issuable by reason of stock splits, stock dividends or similar transactions in accordance with Rule 416 under the Securities Act of 1933, as amended (the "Securities Act").
 - (2) Estimated solely for the purpose of determining the registration fee pursuant to Rule 457(h) of the Securities Act based on the average of the high and low sales prices for the Common Stock as reported by the New York Stock Exchange on June 14, 2004, a date within five business days prior to the date on which this registration statement is being filed.

EXPLANATORY NOTE

This Registration Statement is filed pursuant to Instruction E to Form S-8 to register 1,500,000 additional shares of Common Stock issuable under the Amended and Restated 1997 Long-Term Incentive Plan of CommScope, Inc. (the "Registrant").

INCORPORATION OF CONTENTS OF
REGISTRATION STATEMENTS BY REFERENCE

Pursuant to Instruction E to Form S-8, the Registrant hereby incorporates by reference into this Registration Statement the contents of the Registrant's Registration Statement on Form S-8 (File No. 333-33555), the Registrant's Registration Statement on Form S-8 (File No. 333-54017), the Registrant's Registration Statement on Form S-8 (File No. 333-39072), the Registrant's Registration Statement on Form S-8 (File No. 333-90186) and any post-effective amendments thereto.

OTHER INFORMATION REQUIRED IN THIS REGISTRATION STATEMENT

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 145 of the Delaware General Corporation Law (the "DGCL") provides that a corporation may indemnify its directors and officers, as well as other employees and individuals (each an "Indemnified Party," and collectively, "Indemnified Parties"), against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement in connection with specified actions, suits, or proceedings, whether civil, criminal, administrative, or investigative, other than in connection with actions by or in the right of the corporation (a "derivative action"), if an Indemnified Party acted in good faith and in a manner such Indemnified Party reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his or her conduct was unlawful. A similar standard is applicable in the case of derivative actions, except that a corporation may only indemnify an Indemnified Party for expenses (including attorneys' fees) incurred in connection with the defense or settlement of such derivative action. Additionally, in the context of a derivative action, DGCL Section 145 requires court approval before there can be any indemnification where an Indemnified Party has been found liable

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to the corporation. The statute provides that it is not exclusive of other indemnification arrangements that may be granted pursuant to a corporation's charter, by-laws, disinterested director vote, stockholder vote, agreement, or otherwise.

Section 102(b)(7) of the DGCL permits a corporation to provide in its certificate of incorporation that a director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability for (i) any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) any willful or negligent declaration of an unlawful dividend, stock purchase or redemption, or (iv) any transaction from which the director derived an improper personal benefit.

The Certificate of Incorporation and By-Laws of the Registrant provide that directors and officers of the Registrant shall not, to the fullest extent permitted by the DGCL, be liable to the Registrant or any of its stockholders for monetary damages for any breach of fiduciary duty as a director or officer, as the case may be. The Certificate of Incorporation and By-Laws of the Registrant also provide that if the DGCL is amended to permit further elimination or limitation of the personal liability of directors and officers, then the liability of the directors and officers of the Registrant shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended.

The Registrant has entered into agreements to indemnify its directors and officers in addition to the indemnification provided for in its Certificate of Incorporation and By-Laws. These agreements, among other things, indemnify the Registrant's directors and officers to the fullest extent permitted by Delaware or other applicable state law for certain expenses (including attorney's fees), liabilities, judgments, fines and settlement amounts incurred by such person arising out of or in connection with such person's service as a director or officer of the Registrant or an affiliate of the Registrant.

The Registrant maintains directors' and officers' liability insurance, under which its directors and officers are insured, within the limits and subject to the limitations of the policies, against certain expenses in connection with the defense of, and certain liabilities which might be imposed as a result of, actions, suits or proceedings to which directors and officers are parties by reason of being or have been directors or officers of the Registrant, as the case may be.

ITEM 8. EXHIBITS

EXHIBIT NO.	DESCRIPTION OF EXHIBIT
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4.1	Amended and Restated Certificate of Incorporation of the Registrant (incorporated herein by reference from the Registrant's Quarterly Report on Form 10-Q for the period ended June 30, 1997 (File No. 001-12929)).
4.2	Amended and Restated By-Laws of the Registrant (incorporated herein by reference from the Registrant's Quarterly Report on Form 10-Q for the period ended June 30, 1997 (File No. 001-12929)).
4.3	Rights Agreement, dated as of June 12, 1997, between the Registrant and ChaseMellon Shareholder Services, LLC

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(incorporated herein by reference from the Registration Statement on Form 8-A filed with the Securities and Exchange Commission on June 30, 1997 (File No. 001-12929)).

- 4.4 Amendment No. 1 to Rights Agreement, dated as of June 14, 1999, between the Registrant and ChaseMellon Shareholder Services LLC (incorporated herein by reference from the Registration Statement on Form 8-A/A filed with the Securities and Exchange Commission on June 14, 1999 (File No. 001-12929)).
- 4.5 Amendment No. 2 to Rights Agreement, dated as of November 15, 2001 between the Registrant and Mellon Investor Services, LLC (incorporated herein by reference from the Registration Statement on Form 8-A/A filed with the Securities and Exchange Commission on November 19, 2001 (File No. 001-12929)).
- 4.6 Amended and Restated CommScope, Inc. 1997 Long-Term Incentive Plan (as amended and restated May 7, 2004) (incorporated by reference to Appendix B to Registrant's Proxy Statement filed on March 24, 2004 (File No. 001-12929)).
- 5.1* Opinion of Fried, Frank, Harris, Shriver & Jacobson LLP
- 23.1 Consent of Fried, Frank, Harris, Shriver & Jacobson LLP (included in Exhibit 5.1)
- 23.2* Consent of Deloitte & Touche LLP
- 23.3* Consent of PricewaterhouseCoopers LLP
- 23.4* Consent of PricewaterhouseCoopers LLP
- 24.1 Powers of Attorney (included on the signature pages)

* Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act, 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 Hickory, State of North Carolina, on June 21, 2004.

COMMSCOPE, INC.

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By: /s/ Frank M. Drendel

Frank M. Drendel,
Chairman and Chief
Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Frank M. Drendel, Jearld L. Leonhardt and Frank B. Wyatt, II, and each of them, as his true and lawful attorneys-in-fact and agents, each acting alone, with full powers of substitution and resubstitution, for him in his or her name, place and stead, in any and all capacities, to sign any and all amendments to this Registration Statement, including any and all amendments, and any and all documents in connection therewith, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents 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, as fully to all intents and purposes as he might or could do in person, and hereby ratifies, approves and confirms all that his said attorneys-in-fact and agents, each acting alone, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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

SIGNATURE -----	TITLE -----	DATE ----
/s/ Frank M. Drendel ----- Frank M. Drendel	Chairman and Chief Executive Officer (Principal Executive Officer)	June 21, 2004
/s/ Jearld L. Leonhardt ----- Jearld L. Leonhardt	Executive Vice President and Chief Financial Officer (Principal Executive Officer)	June 21, 2004
/s/ William R. Gooden ----- William R. Gooden	Senior Vice President and Controller (Principal Accounting Officer)	June 21, 2004
/s/ Duncan M. Faircloth ----- Duncan M. Faircloth	Director	June 21, 2004
/s/ Boyd L. George ----- Boyd L. George	Director	June 21, 2004
/s/ George N. Hutton, Jr. ----- George N. Hutton, Jr.	Director	June 21, 2004
/s/ June E. Travis ----- June E. Travis	Director	June 21, 2004
/s/ James N. Whitson	Director	June 21, 2004

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James N. Whitson

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