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STANDEX INTERNATIONAL CORP/DE/

Form S-8

April 09, 2003

As filed with the Securities and Exchange Commission on April 9, 2003

Registration No.

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D. C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE  
SECURITIES ACT OF 1933

STANDEX INTERNATIONAL CORPORATION  
(Exact name of issuer as specified in its Certificate of  
Incorporation)

Delaware 31-0596149  
(State of Incorporation) (I.R.S. Employer Identification No.)

6 MANOR PARKWAY, SALEM, NEW HAMPSHIRE 03079  
(Address of principal executive offices) (Zip Code)

STANDEX INTERNATIONAL CORPORATION  
1998 LONG TERM INCENTIVE PLAN  
(Full Title of Plan)

Deborah A. Rosen  
c/o Standex International Corporation  
6 Manor Parkway  
Salem, New Hampshire 03079  
(Name and Address of agent for service)

603-893-9701  
(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	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Common Stock par value	800,000	\$19.98	\$15,984,000	\$1,293

\$1.50 per share

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- NOTES:
1. In addition, pursuant to Rule 416(c) under the Securities Act of 1933, as amended, (the "Securities Act") this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan described herein.
  2. Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) under the Securities Act upon the basis of the average of the high and low sale price of the Company's Common Stock, par value \$1.50 per share (the "Common Stock") as reported on the New York Stock Exchange on April 8, 2003.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

ITEM 1.

The document or documents containing information specified in Part I are not required to be filed by Standex International Corporation (the "Company") with the Securities and Exchange Commission (the "Commission") as part of this Form S-8 Registration Statement (the "Registration Statement"), as they have previously been filed with the Prior Registration Statement described in Part II herein, and are incorporated herein by reference.

ITEM 2.

Such documents and the documents incorporated by reference in Part II are located at the corporate office of the Company, 6 Manor Parkway, Salem, New Hampshire (603-893-9701), and are available to participants without charge, on oral or written request.

PART II.

INFORMATION REQUIRED IN REGISTRATION STATEMENT

On February 10, 2000, the Company filed with the Commission

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a Registration Statement on Form S-8 (Registration No. 333-30008) (the "Prior Registration Statement") relating to shares of the Company's Common Stock to be issued pursuant to the Standex International Corporation 1998 Long Term Incentive Plan (the "Plan"), as amended, and the Prior Registration Statement is currently effective. The contents of the Prior Registration Statement are incorporated herein by reference and are updated as provided below.

### ITEM 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The following documents previously filed with the Commission are incorporated in this Registration Statement by reference:

(1) The Company's Annual Report on Form 10K for the year ended June 30, 2002, filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or the latest prospectus filed pursuant to Rule 424(b) under the Securities Act, that contains audited financial statements for the Company's latest fiscal year for which such statements have been filed.

(2) All other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the document referred to in (1) above.

(3) The description of the Common Stock contained in the Registration of Securities on Form 8-B dated June 12, 1975, including any amendment or report filed for the purpose of updating such description.

All documents filed by the Company pursuant to Section 13(a), 13(c) 14 and 15(d) of the Exchange Act after the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered

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hereby have been sold or which de-registers all securities then remaining unsold shall be deemed to be incorporated in this Registration Statement by reference and shall be deemed a part hereof from the date of filing of such documents. In lieu of an opinion of counsel concerning compliance with the requirements of ERISA or an Internal Revenue Service (the "IRS") determination letter that the Plan is qualified under Section 401 of the Internal Revenue Code, the Company undertakes that it will submit or has submitted the Plan and any amendment thereto to the IRS in a timely manner and has made or will make all changes required by the IRS in order to qualify the Plan. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed incorporated by reference herein modifies or supersedes such 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.

ITEM 8. EXHIBITS.

The following exhibits are filed (except where otherwise indicated) as part of this Registration Statement.

23. Consent of Deloitte & Touche LLP, Independent Auditors.
24. Powers of Attorney from David R. Crichton, William R. Fenoglio, Daniel B. Hogan, Thomas L. King, C. Kevin Landry, H. Nicholas Muller, III, Deborah A. Rosen and Edward J. Trainor.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933,

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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 Town of Salem, County of Rockingham and the State of New Hampshire, on the 9th day of April, 2003.

STANDEX INTERNATIONAL CORPORATION

By: /s/ Roger L. Fix

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Roger L. Fix, President/CEO

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

Date	Signature	Title
April 9, 2003	/s/ Roger L. Fix _____ Roger L. Fix	President/CEO
April 9, 2003	/s/ Christian Storch _____ Christian Storch	Vice President/CFO
April 9, 2003	/s/ Robert R. Kettinger _____ Robert R. Kettinger	Corporate Controller

Roger L. Fix has signed below on April 9, 2003 as attorney-in-fact for the following Directors of the Registrant:

David R. Crichton	C. Kevin Landry
William R. Fenoglio	H. Nicholas Muller, III
Daniel B. Hogan	Deborah A. Rosen
Thomas L. King	Edward J. Trainor

/s/ Roger L. Fix

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Roger L. Fix

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EXHIBIT INDEX

EXHIBIT	SEQUENTIAL PAGE NO.
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