

KAMAN CORP  
Form S-8  
April 30, 2013

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

KAMAN CORPORATION  
(Exact name of Registrant as specified in its charter)

Connecticut  
(State or other jurisdiction of  
incorporation or organization)

06-0613548  
(I.R.S. Employer  
Identification Number)

1332 Blue Hills Avenue  
Bloomfield, Connecticut 06002  
(Address of principal executive offices)  
Registrant's telephone number, including area code: (860) 243-7100

KAMAN CORPORATION 2013 MANAGEMENT INCENTIVE PLAN  
KAMAN CORPORATION 2003 STOCK INCENTIVE PLAN  
KAMAN CORPORATION EMPLOYEES STOCK PURCHASE PLAN  
(Full title of the plans)

Shawn G. Lisle, Esq.  
Kaman Corporation  
1132 Blue Hills Avenue  
Bloomfield, Connecticut  
(860) 243-7100  
(Name, address and telephone number of agent for service)

Copies to:

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Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer or a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer”, “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer   
 Non-accelerated filer  (Do not check if a smaller reporting company)  Smaller reporting company

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 \$1.00 per share	3,700,000 (2)	\$34.335 (3)	\$127,039,500	\$17,328.19

(1) The amount of Common Stock registered hereunder shall be deemed to include any additional shares issuable as a result of any stock split, stock dividend or other change in the capitalization of Kaman Corporation (“Kaman” or the “Company”).

(2) Represents an aggregate of 3,700,000 shares of Common Stock, of which (i) 2,250,000 shares of Common Stock are available for future issuance upon the exercise of awards under the Kaman Corporation 2013 Management Incentive Plan (the “2013 Plan”), (ii) 950,000 additional shares are available for issuance under the Kaman Corporation 2003 Stock Incentive Plan (the “2003 Plan”), and (iii) 500,000 additional shares are available for issuance under the Kaman Corporation Employees Stock Purchase Plan (the “ESPP”). The 2013 Plan, the increase in shares available under the 2003 Plan, and the increase in shares available under the ESPP were all approved both by the Board of Directors of the Company and by the Company’s shareholders.

(3) Estimated solely for the purpose of calculating the registration fee. Such estimate is calculated pursuant to Rules 457(c) and 457(h) under the Securities Act of 1933, as amended (the “Securities Act”), based on the average of the high and low prices (\$34.55 and \$34.12, respectively) of Kaman Corporation Common Stock on the New York Stock Exchange on April 24, 2013.



INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information.\*

Item 2. Registrant Information and Employee Plan Annual Information.\*

\*Information required by Part I omitted from this Registration Statement in accordance with Rule 428 under the Securities Act, and the "Note" and instructions to Part I of Form S-8.

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed with the SEC are incorporated by reference, as of their respective dates, in this Registration Statement:

- (a) Kaman Corporation's Annual Report on Form 10-K for the fiscal year ended December 31, 2012, as filed with the SEC on February 25, 2013;
- (b) Kaman Corporation's Amendment No. 1 to its Annual Report on Form 10-K for the fiscal year ended December 31, 2012, as filed with the SEC on February 27, 2013;
- (c) Kaman Corporation's Quarterly Report on Form 10-Q for the fiscal quarter ended March 29, 2013, as filed with the SEC on April 29, 2013;
- (d) Kaman Corporation's Current Reports on Form 8-K, as filed with the SEC on January 15, 2013, February 19, 2013, February 22, 2013, February 25, 2013, March 1, 2013 (Amendment No. 1 to the Current Report on Form 8-K filed February 22, 2013), March 15, 2013, March 21, 2013, April 17, 2013, April 18, 2013, April 19, 2013 and April 29, 2013; and
- (e) The description of the terms, rights and provisions applicable to the Common Stock of Kaman Corporation contained in Kaman's Registration Statement No. 001-35419 on Form 8-A, filed with the SEC on February 3, 2012.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment to this Registration Statement, which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and are a part hereof from the date of filing of such documents.

You can request a copy of these documents, including exhibits, at no cost, by writing or telephoning us at the following address:

Kaman Corporation  
1132 Blue Hills Avenue  
Bloomfield, Connecticut  
(860) 243-7100  
Attn: Corporate Secretary

Any statement contained in a document incorporated or deemed incorporated by reference in this Registration Statement 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 to be 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 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Section 33-771(a) of the Connecticut Business Corporation Act (“CBCA”) provides that the Company may, subject to the determination and authorization requirements of Section 33-775, indemnify an individual who is a party to a proceeding because he or she is a director of the Company against liability incurred in the proceeding if such individual acted in good faith and reasonably believed, in the case of conduct in his or her official capacity, that his or her conduct was in the best interests of the Company, and, in all other cases, that his or her conduct was at least not opposed to the best interests of the Company. For indemnification in the case of any criminal proceeding, a director must have had no reasonable cause to believe his or her conduct was unlawful.

Section 33-776 of the CBCA provides that the Company may, subject to the determination and authorization requirements of Section 33-775, indemnify an individual who is a party to a proceeding because he or she is an officer of the Company to the same extent as if the individual was a director of the Company under Section 33-771. An officer of the Company who is not a director is entitled to mandatory indemnification under Section 33-772 to the same extent to which a director may be entitled to indemnification under said section.

The termination of a proceeding by judgment, order, settlement or conviction or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that a director did not meet the relevant standard of conduct described in Section 33-771 of the CBCA. Section 771(d) of the CBCA provides that, unless ordered by a court, the Company may not indemnify a director under Section 33-771 of the CBCA in connection with a proceeding by or in the right of the Company, except for reasonable expenses incurred in connection with the proceeding if it is determined that the director has met the relevant standard of conduct under Section 33-771 of the CBCA, or in connection with any proceeding with respect to conduct for which the director was found liable on the basis that he or she received a financial benefit to which he or she was not entitled, whether or not involving action in his or her official capacity.

Section 33-772 of the CBCA requires the Company to indemnify a director who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which such director was a party because he or she was a director of the Company against reasonable expenses incurred in connection with the proceeding.

Section 33-773 of the CBCA provides that the Company may advance funds to pay for or reimburse the reasonable expenses incurred by a director who is a party to a proceeding because he or she is a director. The director is required to deliver a written undertaking to repay any funds advanced if such director is not entitled to mandatory indemnification under Section 33-772 and it is ultimately determined that he or she has not met the relevant standard of conduct.

Section 33-775 of the CBCA provides that the Company shall not indemnify a director under Section 33-771 unless authorized for a specific proceeding after a determination has been made that indemnification of the director is permissible because he or she has met the relevant standard of conduct set forth in Section 33-711. For directors, the determination and authorization required by Section 33-775 may be made by, if there are two or more qualified directors, a majority vote of all the qualified directors or by a majority vote of the members of a committee of two or more qualified directors, by special legal counsel, or by the shareholders. For officers, the determination and

authorization required by Section 33-775 may be also be made by the general counsel of the Company or such other or additional officer or officers as the board of directors may specify.

Because the Company was incorporated under Connecticut law prior to January 1, 1997 and its certificate of incorporation does not provide otherwise, the Company is required to indemnify a director to the extent indemnification is permitted under the CBCA, subject to certain exceptions and procedural requirements of the CBCA.



Subparagraphs B and C of Article Seventh of the Amended and Restated Certificate of Incorporation of the Company provide that:

**B. Indemnification of Directors and Officers**

Each director and officer of the corporation shall be indemnified by the corporation against Liabilities, as defined in Section 33-770 of the CBCA, incurred by him or her in connection with any Proceeding, as defined in Section 33-770 of the CBCA, to which he or she may be made a party by reason of being or having been a director or officer of the corporation to the fullest extent permitted by the CBCA. The foregoing right of indemnification shall not be exclusive of other rights to which he or she may be entitled.

**C. Limitation of Personal Liability.**

The personal liability of a director to the corporation or its shareholders for monetary damages for breach of duty as a director shall be limited to an amount equal to the amount of compensation received by the director for serving the corporation during the calendar year in which the violation occurred (and if the director received no such compensation from the corporation during the calendar year of the violation, such director shall have no liability to the corporation or its shareholders for breach of duty) if such breach did not:

- (1) involve a knowing and culpable violation of law by the director;
- (2) enable the director or an associate, as defined in Section 33-840 of the CBCA, to receive an improper personal economic gain;
- (3) show a lack of good faith and a conscious disregard for the duty of the director to the corporation under circumstances in which the director was aware that his or her conduct or omission created an unjustifiable risk of serious injury to the corporation;
- (4) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the director's duty to the corporation; or
- (5) create liability under Section 33-757 of the CBCA.

Any repeal or modification of this Paragraph C shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

Nothing contained in this Paragraph C shall be construed to deny to the directors of the corporation any of the benefits provided by subsection (d) of Section 33-756 of the CBCA.

The 2013 Plan is administered by the Board of Directors or the Personnel and Compensation Committee thereof. The 2013 Plan provides that, subject to the requirements of the CBCA, each individual who is or shall have been a member of the Board, or a Committee appointed by the Board, or an officer of the Company to whom authority was delegated in accordance with the terms of the 2013 Plan, shall be indemnified and held harmless by the Company against and from any loss, cost, liability, or expense that may be imposed upon or reasonably incurred by him in connection with or resulting from any claim, action, suit, or proceeding to which he may be a party or in which he or she may be involved by reason of any action taken or failure to act under the 2013 Plan and against and from any and all amounts paid by him in settlement thereof, with the Company's approval, or paid by him in satisfaction of any

judgment in any such action, suit, or proceeding against him, provided he shall give the Company an opportunity, at its own expense, to handle and defend the same before he undertakes to handle and defend it on his own behalf, unless such loss, cost, liability, or expense is a result of his own willful misconduct or except as expressly provided by statute.

Section 33-777 of the CBCA authorizes the Company to purchase and maintain insurance on behalf of the Company's directors and officers. The Company maintains directors and officers liability insurance to insure the Company's directors and officers against liability for actions or omissions occurring in their capacity as a director or officer, subject to certain exclusions and limitations.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

The following exhibits are filed as part of this Registration Statement. Certain of the following exhibits have been previously filed with the SEC and are incorporated herein by reference from the document described in parentheses. Certain others are filed herewith.

Exhibit No.	Description of Document
4.1	Amended and Restated Certificate of Incorporation of the Company, amended and restated as of November 3, 2005 (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K dated November 4, 2005, File No. 333-66179).
4.2	Amended and Restated Bylaws of the Company, dated February 26, 2008 (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K dated February 28, 2008, File No. 000-01093).
4.3	Kaman Corporation 2013 Management Incentive Plan (incorporated by reference to Annex A to the Company's Proxy Statement on Schedule 14A filed on March 1, 2013, File No. 001-35419).
4.4	Kaman Corporation 2003 Stock Incentive Plan, as amended through February 23, 2010 (incorporated by reference to Exhibit 2 to the Company's Proxy Statement on Schedule 14A filed on February 25, 2010, File No. 000-01093).
4.5	Amendment to Kaman Corporation 2003 Stock Incentive Plan, effective as of April 21, 2010 (incorporated by reference to Exhibit 99.1 to the Company's Current Report on Form 8-K dated April 7, 2010, File No. 000-01093).
4.6	Amendment to Kaman Corporation 2003 Stock Incentive Plan, effective as of October 12, 2010 (incorporated by reference to Exhibit 10(b) to the Company's Quarterly Report on Form 10-Q filed on November 1, 2010, File No. 000-01093).
4.7	Amendment to Kaman Corporation 2003 Stock Incentive Plan, effective as of February 20, 2012 (incorporated by reference to Exhibit 99.2 to the Company's Current Report on Form 8-K dated February 22, 2012, File No. 001-35419).
4.8	Kaman Corporation Employees Stock Purchase Plan, as amended through October 12, 2010 (incorporated by reference to Exhibit 10(a) to the Company's Quarterly Report on Form 10-Q filed on November 1, 2010, File No. 000-01093).

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- 4.9 First Amendment to Kaman Corporation Employees Stock Purchase Plan, effective as of February 7, 2012, (incorporated by reference to Exhibit 10(b) to the Company's Annual Report on Form 10-K filed on February 27, 2012, File No. 001-35419).
- 4.10 Second Amendment to Kaman Corporation Employees Stock Purchase Plan, effective as of February 19, 2013, (incorporated by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-K/A filed on February 27, 2013, File No. 001-35419).
- 5.1\* Legal Opinion of Murtha Cullina LLP
- 23.1\* Consent of KPMG LLP Independent Registered Public Accounting Firm
- 23.2\* Consent of Murtha Cullina LLP (included in the opinion filed herewith as Exhibit 5.1)
- 24\* Power of Attorney.

\* Filed herewith.

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:

(a) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(b) 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; and

(c) To include any material 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)(a) and (A)(1)(b) 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 Exchange Act that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, 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.

(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 liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act that is incorporated by reference in this registration statement shall be deemed 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 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.

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 Town of Bloomfield, in the State of Connecticut, on April 30, 2013.

Signature	Title:	Date:
/s/ Neal J. Keating Neal J. Keating	Chairman, President and Chief Executive Officer	April 30, 2013
/s/ William C. Denninger William C. Denninger	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	April 30, 2013
/s/ John J. Tedone John J. Tedone	Vice President – Finance and Chief Accounting Officer	April 30, 2013
/s/ Neal J. Keating Neal J. Keating Attorney-in-Fact for:		April 30, 2013
Brian E. Barents	Director	
E. Reeves Callaway III	Director	
Karen M. Garrison	Director	
A. William Higgins	Director	
Scott E. Kuechle	Director	
Eileen S. Kraus	Director	
George E. Minnich	Director	
Thomas W. Rabaut	Director	
Richard J. Swift	Director	

