

MOTOROLA INC
Form S-8
May 07, 2002

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As filed with the Securities and Exchange Commission on May 7, 2002

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

MOTOROLA, INC.

(Exact name of issuer as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

36-1115800

(I.R.S. Employer Identification Number)

1303 East Algonquin Road, Schaumburg, Illinois

(Address of Principal Executive Offices)

60196

(Zip Code)

**Motorola Omnibus Incentive Plan of 2002
Motorola Employee Stock Purchase Plan of 1999, as amended**

(Full Title of the Plan)

**David W. Devonshire, Executive Vice President and
Chief Financial Officer**

1303 East Algonquin Road, Schaumburg, Illinois 60196

(Name and Address of agent for service)

(847) 576-5000

(Telephone number, including area code, 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(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee(2)
Motorola, Inc. Common Stock (\$3 Par Value) (3)(4)	95,000,000 shares(5)	\$14.96	\$1,420,725,000	\$130,706.70

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- (1) Plus an indeterminate number of additional shares that may be issued if the anti-dilution adjustment provisions of the plans become operative.
 - (2) Estimated solely for purposes of calculating the registration fee, pursuant to Rule 457(c) and (h)(1), on the basis of the average of the high and low reported sales price of the registrant's Common Stock on the New York Stock Exchange Composite Tape on May 3, 2002.
 - (3) Includes preferred stock purchase rights. Prior to the occurrence of certain events, the preferred stock purchase rights will not be evidenced separately from the Common Stock.
 - (4) Includes an indeterminate number of interests related to the Common Stock to be issued under the Motorola Omnibus Incentive Plan of 2002, all of which are generally nontransferable, including stock options and stock equivalents.
 - (5) 45,000,000 of these shares are authorized to be issued under the Motorola Omnibus Incentive Plan of 2002 and 50,000,000 of these shares are authorized to be issued under the Motorola Employee Stock Purchase Plan of 1999, as amended.
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PART I INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Information required by Part I to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act of 1933, as amended (the "Securities Act"), and the Note 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 by Motorola, Inc. (the "Company") with the Securities and Exchange Commission (the "Commission") (File No. 1-7221) are incorporated herein by reference:

1. The Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2001, filed pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act").
2. The Company's Current Reports on Form 8-K as filed with the Commission on January 15, 2002 and April 9, 2002.
3. The description of the Company's Common Stock included in the Registration Statement on Form 8-B dated July 2, 1973, including any amendments or reports filed for the purpose of updating such description.
4. The description of the Company's Preferred Share Purchase Rights included in the Registration Statement on Form 8-A dated November 5, 1998, as amended.

All other documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all the shares of the Company's Common Stock offered hereby have been sold or which deregisters all the shares of the Company's Common Stock then remaining unsold, shall be deemed to be incorporated by reference into the Registration Statement and to be a part hereof from the date of filing of such documents; (such documents and the documents enumerated above being hereinafter referred to as "Incorporated Documents"); provided however, that the documents enumerated above or subsequently filed by the Company pursuant to Section 13(a), 13(c), 14 and 15(d) of the Exchange Act in each year during which the offering made by this Registration Statement is in effect prior to the filing with the Commission of the Company's Annual Report on Form 10-K covering such year shall not be Incorporated Documents or be incorporated by reference in this Registration Statement or be a part hereof from and after the filing of such Annual Report on Form 10-K.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for this purpose 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 the Registration Statement.

Item 4. Description of Securities.

The Company's Common Stock to be offered is registered under Section 12(b) of the Exchange Act.

Item 5. Interests of Named Experts and Counsel.

The validity of the securities offered under the Registration Statement is being passed upon for the Company by Carol H. Forsyte, Esq., Vice President, Corporate and Securities, in the Company's Law Department. Ms. Forsyte owns shares of the Company's Common Stock and has options that can be exercised for additional shares of the Company's Common Stock.

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Item 6. Indemnification of Directors and Officers.

Section 145 of the Delaware General Corporation Law contains detailed provisions for indemnification of directors and officers of Delaware corporations against expenses, judgments, fines and settlements in connection with litigation.

The Company's Restated Certificate of Incorporation, as amended, and its Directors' and Officers' Liability Insurance Policy provide for indemnification of the directors and officers of the Company against certain liabilities.

Item 7. Exemption from Registration Claimed.

Not Applicable.

Item 8. Exhibits.

Reference is made to the Exhibit Index.

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:

(i) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933;

(ii) 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. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Securities and Exchange Commission pursuant to Rule 424(b) under the Securities Act of 1933 if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective

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registration statement.

(iii) 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)(i) and (a)(1)(ii) do not apply if the registration statement is on Form S-3, Form S-8 or Form F-3, and 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 section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, 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.

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(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 any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement 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.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 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 Securities and Exchange Commission such indemnification is against public policy as expressed in the 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 Act and will be governed by the final adjudication of such issue.

The Israeli Securities Authority on August 5, 1999, pursuant to the power given it according to Section 41 of the Israeli Securities Law-1968 decided to exempt Motorola, Inc. from filing a prospectus regarding Motorola's offer of its shares of common stock under the Motorola Employee Stock Purchase Plan of 1999 to eligible Israeli employees of Motorola's qualified subsidiaries in Israel.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the undersigned 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, or amendment thereto, to be signed on its behalf by the undersigned, thereunto duly authorized, in the Village of Schaumburg, State of Illinois, on the 6th day of May, 2002.

MOTOROLA, INC.

By: /s/ David W. Devonshire

David W. Devonshire
*Executive Vice President and
 Chief Financial Officer*

POWER OF ATTORNEY

Each of the hereby constitutes and appoints Christopher B. Galvin, Edward D. Breen, David W. Devonshire and Anthony M. Knapp, and each of them, as attorneys for him or her and in his or her name, place and stead, and in any and all capacities, to execute and file any amendments, supplements or statements with attorneys, and each of them, full power and authority to do and perform each and every act and thing whatsoever requisite and necessary to be done in and about the premises, as fully, to all intents and purposes, as he or she might or could do if personally present at the doing thereof, hereby ratifying and confirming all that said attorney, or any of them, or their or his substitute or substitutes, may or shall lawfully do, or cause to be done, by virtue hereof.

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

<u>Signature</u>	<u>Title</u>	<u>Date</u>
/s/ Christopher B. Galvin <hr/> Christopher B. Galvin	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	May 6, 2002
/s/ David W. Devonshire <hr/> David W. Devonshire	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	May 6, 2002
/s/ Anthony M. Knapp <hr/> Anthony M. Knapp	Senior Vice President and Controller (Principal Accounting Officer)	May 6, 2002
/s/ Edward D. Breen <hr/> Edward D. Breen	Director	May 6, 2002

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/s/ Francesco Caio <hr/> Francesco Caio	Director	May 6, 2002
/s/ H. Laurance Fuller <hr/> H. Laurance Fuller	Director	May 6, 2002
/s/ Anne P. Jones <hr/> Anne P. Jones	Director	May 6, 2002
/s/ Judy C. Lewent <hr/> Judy C. Lewent	Director	May 6, 2002
/s/ Walter E. Masy <hr/> Walter E. Masy	Director	May 6, 2002

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Walter E. Masy

/s/ Nicholas Negroponte Director May 6, 2002

Nicholas Negroponte

/s/ John E. Pepr, Jr. Director May 6, 2002

John E. Pepr, Jr.

/s/ Samuel C. Scott III Director May 6, 2002

Samuel C. Scott III

/s/ Douglas A. Warner III Director May 6, 2002

Douglas A. Warner III

/s/ B. Kenneth West Director May 6, 2002

B. Kenneth West

/s/ John A. White Director May 6, 2002

John A. White

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EXHIBIT INDEX

Exhibit Number	Description
5	Opinion and consent of Carol H. Forsyte, Vice President, Corporate and Securities, Motorola Corporate Law Department as to the validity of the securities being issued.
23(a)	The Consent of KPMG LLP.
23(b)	The Consent of Carol H. Forsyte, Vice President, Corporate and Securities, Motorola Corporate Law Department is included in Exhibit 5.

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