

REGIS CORP
Form S-8
October 27, 2016

As filed with the Securities and Exchange Commission on October 27, 2016
Registration No. 333-

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

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Regis Corporation
(Exact name of registrant as specified in its charter)
Minnesota 41-0749934
(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)
7201 Metro Boulevard
Edina, MN 55439
(Address of Principal Executive Offices) (Zip Code)

REGIS CORPORATION
2016 LONG TERM INCENTIVE PLAN
(Full title of the Plan)

Eric A. Bakken, Executive Vice President, Interim Chief Financial Officer, General Counsel and Corporate Secretary
Regis Corporation
7201 Metro Boulevard, Edina, Minnesota 55439
(952) 947-7777
(Name, address and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

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

CALCULATION OF REGISTRATION FEE

| Title of Securities to Be Registered | Amount To Be Registered | Proposed Maximum Offering Price Per | Proposed Maximum Aggregate Offering | Amount of Registration Fee |
|--------------------------------------|-------------------------|-------------------------------------|-------------------------------------|----------------------------|
| | | | | |

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| | Share (1) | Price (1) |
|--------------------------------|-----------|--------------|
| COMMON STOCK, \$0.05 PAR VALUE | 3,500,000 | \$ 11.73 |
| | | \$41,055,000 |
| | | \$ 4,758.28 |

(1) Estimated solely for the purpose of determining the registration fee pursuant to the provisions of Rules 457(c) and 457(h)(1) under the Securities Act of 1933, as amended (the "Securities Act"), based on the average of the high and low prices per share of the Registrant's Common Stock as quoted on the New York Stock Exchange on October 24, 2016.

PART I-INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

The documents containing the information specified in Part I of Form S-8 have been or will be sent or given to participants as specified by Rule 428(b)(1) under the Securities Act.

PART II-INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

Regis Corporation (the “Company” or the “Registrant”) hereby incorporates by reference into this Registration Statement the following documents filed with the Securities and Exchange Commission (the “Commission”):

- (1) The Registrant’s Annual Report on Form 10-K for the year ended June 30, 2016 (the “Annual Report”);
- (2) All other reports filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), since June 30, 2016;
- (3) The description of the Registrant’s Common Stock contained in the Registrant’s Registration Statement on Form S-3, dated July 6, 2009 (No. 333-160438), pursuant to Section 12(b) of the Exchange Act, including any amendment or report filed for the purpose of updating such description; and
- (4) The Registration Statements on Form 8-A, dated December 26, 2006, Amendment No. 1 thereto dated October 29, 2008 and Amendment No. 2 thereto dated June 18, 2013.

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

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 incorporated herein by reference or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any 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.

The Company’s Common Stock is registered under Section 12 of the Exchange Act and, therefore, the description of securities is omitted.

Item 5. Interests of Named Experts and Counsel.

Eric A. Bakken, Executive Vice President, Interim Chief Financial Officer, General Counsel and Corporate Secretary of the Company, has given his opinion about certain legal matters affecting the shares of the Company’s Common Stock registered under this Registration Statement. Mr. Bakken is eligible to participate in the Regis Corporation 2016 Long Term Incentive Plan and, as of October 24, 2016, he is the beneficial owner of 113,327 shares of the Company’s Common Stock.

Item 6. Indemnification of Directors and Officers.

Section 302A.521, Minnesota Statutes, provides that a corporation shall indemnify any person who was or is made or is threatened to be made a party to any proceeding by reason of the former or present official capacity of such person against judgments, penalties and fines including, without limitation, excise taxes assessed against each person with respect to any employee benefit plan, settlements, and reasonable expenses, including attorneys' fees and disbursements, incurred by such person in connection with the proceeding, if, with respect to the acts or omissions of such person complained of in the proceeding, such person has not been indemnified by another organization or employee benefit plan for the same judgments, penalties, fines, taxes, settlements and expenses with respect to the same acts or omissions; acted in good faith; received no improper personal benefit and Section 302A.255 (regarding conflict of interest), if applicable, has been satisfied; in the case of a criminal proceeding, had no reasonable cause to believe the conduct was unlawful; in the case of acts or omissions as a director, officer, member of a board committee or employee of the corporation, reasonably believed the conduct was in the best

interests of the corporation; and in the case of acts or omissions by persons who, while directors, officers or employees of the corporation, were or are serving other organizations or employee benefit plans at the request of the corporation or whose duties for the corporation involve or involved service for other organizations or employee benefit plans, reasonably believed that the conduct was not opposed to the best interests of the corporation.

The Registrant also maintains a directors and officers insurance policy, which insures the Registrant and its officers and directors against damages and costs incurred by reason of certain acts committed by such persons in their capacities as officers and directors.

Item 7. Exemption from Registration Claimed.

Not applicable. No securities are to be re-offered or resold pursuant to this Registration Statement.

Item 8. Exhibits.

Exhibit No. Description

- | | |
|-----|---|
| 4.1 | Election of the Company to become governed by Minnesota Statutes Chapter 302A and Restated Articles of Incorporation of the Company, dated March 11, 1983; Articles of Amendment to Restated Articles of Incorporation, dated October 29, 1984; Articles of Amendment to Restated Articles of Incorporation, dated August 14, 1987; Articles of Amendment to Restated Articles of Incorporation, dated October 21, 1987; Articles of Amendment to Restated Articles of Incorporation, dated November 20, 1996; Articles of Amendment to Restated Articles of Incorporation, dated July 25, 2000; Articles of Amendment to Restated Articles of Incorporation, dated October 22, 2013. (Incorporated by reference to Exhibit 3(a) of the Company's Report on Form 10-K/A filed on September 26, 2014.) |
| 4.2 | Bylaws of the Company. (Incorporated by reference to Exhibit 3.1 of the Company's Report on Form 8-K filed on October 31, 2006.) |
| 4.3 | Certificate of the Voting Powers, Designations, Preferences and Relative Participating, Optional, and other Special Rights and Qualifications, Limitations or Restrictions of Series A Junior Participating Preferred Stock of the Company. (Incorporated by reference to Exhibit 2 of the Company's Registration Statement on Form 8-A12B filed on December 26, 2006.) |
| 4.4 | Rights Agreement, dated as of December 26, 2006, between the Company and Wells Fargo Bank, N.A., as Rights Agent and Form of Right Certificate attached as Exhibit B to the Rights Agreement. (Incorporated by reference to Exhibits 1 and 3 of the Company's Registration Statement on Form 8-A12B filed on December 26, 2006.) |
| 4.5 | Amendment No. 1, dated as of October 29, 2008, to Rights Agreement, dated December 26, 2006, between the Company and Wells Fargo Bank, N.A. (Incorporated by reference to Exhibit 4 of the Company's Registration Statement on Form 8-A12B/A filed on October 29, 2008.) |
| 4.6 | Amendment No. 2, dated as of June 13, 2013, to Rights Agreement, dated December 26, 2006, between the Company and Wells Fargo Bank, N.A. (Incorporated by reference to Exhibit 4 to the Company's Registration Statement on Form 8-A12B/A filed on June 19, 2013.) |
| 4.7 | Form of Stock Certificate. (Incorporated by reference to Exhibit 4.1 of the Company's Registration Statement on Form S-1 (Reg. No. 40142).) |

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- 4.8 Indenture, dated November 27, 2013, by and between the Company and Wells Fargo Bank, N.A., as Trustee. (Incorporated by reference to Exhibit 10.4 of the Company's Report on Form 8-K filed December 4, 2013.)
- 4.9 Indenture, dated December 1, 2015, by and between the Company and Wells Fargo Bank, N.A. (Incorporated by reference to Exhibit 10.2 of the Company's Report on Form 8-K filed December 4, 2015.)
- 5.1 Opinion and consent of Eric A. Bakken, Executive Vice President, Interim Chief Financial Officer, General Counsel and Corporate Secretary of the Company, regarding legality. (Filed herewith.)
- 10 Regis Corporation 2016 Long Term Incentive Plan. (Incorporated by reference to Appendix A of the Company's Proxy Statement on Definitive Form 14A filed on September 7, 2016, for the year ended June 30, 2016.)
- 23.1 Consent of PricewaterhouseCoopers LLP. (Filed herewith.)
- 23.2 Consent of Baker Tilly Virchow Krause, LLP. (Filed herewith.)
- 23.3 Consent of Eric A. Bakken. (Included in Exhibit 5.1.)
- 24 Power of Attorney. (Filed herewith.)
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Item 9. Undertakings.

A. The Company 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) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective Registration Statement; and

(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-8 and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Securities and Exchange Commission by the Company 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.

(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 Company hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Company'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 herein, 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 Company pursuant to the foregoing provisions, or otherwise, the Company has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Company of expenses incurred or paid by a director, officer or controlling person of the Company 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 Company 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 of 1933 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 City of Edina, State of Minnesota, on October 27, 2016.

REGIS CORPORATION

By: /s/ Eric A. Bakken

Eric A. Bakken

Executive Vice President, Interim Chief Financial Officer, General Counsel and Corporate Secretary

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on October 27, 2016.

| Signature | Title |
|---|---|
| /s/ Daniel J. Hanrahan Daniel J. Hanrahan | * President, Chief Executive Officer and Director (Principal Executive Officer and Director) |
| /s/ Eric A. Bakken Eric A. Bakken | Executive Vice President, Interim Chief Financial Officer, General Counsel and Corporate Secretary (Principal Financial Officer) |
| /s/ Kersten D. Zupfer Kersten D. Zupfer | Vice President, Controller and Chief Accounting Officer (Principal Accounting Officer) |
| Daniel G. Beltzman) David J. Grissen) Mark Light) Michael J. Merriman) M. Ann Rhoades) Stephen E. Watson) David P. Williams) | Directors* |

* Jen Randolph Reise, by signing her name hereto, does hereby sign this document on behalf of each of the above-named officers and/or directors of the Registrant pursuant to powers of attorney duly executed by such persons.

By: /s/ Jen Randolph Reise

Jen Randolph Reise, Attorney-in-Fact

INDEX TO EXHIBITS

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Included in
Exhibit 5.1

24 Power of Attorney.

Filed herewith