

NEW YORK TIMES CO
Form S-8
December 20, 2002

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As filed with the Securities and Exchange Commission on December 20, 2002

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

The New York Times Company

(Exact Name of Registrant as Specified in its Charter)

New York **13-1102020**
(State or other Jurisdiction *(I.R.S. Employer*
of Incorporation or Organization) *Identification No.)*
229 West 43rd Street
New York, New York 10036
(212) 556-1234

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

THE NEW YORK TIMES COMPANY DEFERRED EXECUTIVE COMPENSATION PLAN *(Full title of the plan)*

KENNETH A. RICHIERI, ESQ.
Vice President and Deputy General Counsel
The New York Times Company
229 West 43rd Street
New York, New York 10036
(212) 556-1234

(Name, address, including zip code, and telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered(1) | Amount to be Registered | Proposed Maximum Offering Price Unit Per | Proposed Maximum Aggregate Offering Price(2) | Amount of Registration Fee(3) |
|---|-------------------------|--|--|-------------------------------|
| Deferred Compensation Obligations | \$20,000,000 | 100% | \$20,000,000 | \$1,840 |

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- (1) The Deferred Compensation Obligations are unsecured obligations of The New York Times Company to pay deferred compensation in the future in accordance with the terms of The New York Times Company Deferred Executive Compensation Plan.
- (2) The proposed maximum aggregate offering price has been estimated solely for the purpose of calculating the registration fee pursuant to Rule 457 under the Securities Act of 1933.
- (3) Calculated pursuant to Section 6(b) of the Securities Act of 1933, as amended, as follows: Proposed maximum aggregate offering price per share multiplied by .000092.



INCORPORATION BY REFERENCE

Pursuant to The New York Times Company Deferred Executive Compensation Plan (the "DEC Plan"), the registrant is registering an additional \$20,000,000 in deferred compensation obligations. The registrant has previously registered an aggregate of \$132,591,653 in deferred compensation obligations pursuant to a Registration Statement on Form S-8 respecting the DEC Plan, filed with the Securities and Exchange Commission on August 2, 1996 (File No. 333-09447), a Registration Statement respecting the DEC Plan on Form S-8, filed with the SEC on December 29, 1997 (File No. 333-43371), and a Registration Statement on Form S-8 respecting The New York Times Designated Employees Deferred Earnings Plan (the "DEP Plan"), filed with the SEC on December 29, 1997, as further amended by a post-effective amendment filed with the SEC on December 29, 1999 (File No. 333-43369), which amendment reflected the merger of the DEP Plan with and into the DEC Plan. The contents of such Registration Statements on Form S-8 are hereby incorporated by reference.

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 New York, New York, on December 20, 2002.

THE NEW YORK TIMES COMPANY

By: /s/ RHONDA L. BRAUER

Name: Rhonda L. Brauer
 Title: Secretary

POWER OF ATTORNEY

Each person whose signature appears below hereby constitutes and appoints Kenneth A. Richieri and Rhonda L. Brauer, and each acting alone, his/her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution for him/her and in his/her name, place and stead, in any and all capacities, to sign any or all amendments or supplements to this registration statement, whether pre-effective or post-effective, and to file the same with all exhibits thereto and other 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 necessary or appropriate to be done with respect to this registration statement or any amendments or supplements hereto in the premises, as fully to all intents and purposes as he/she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities indicated.]

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| Signature | Title | Date |
|----------------------------|---|-------------------|
| /s/ ARTHUR SULZBERGER, JR. | | |
| Arthur Sulzberger, Jr. | Chairman, Director | December 20, 2002 |
| /s/ RUSSELL T. LEWIS | Chief Executive Officer, President, Director (principal executive officer) | December 20, 2002 |
| Russell T. Lewis | | |
| II-1 | | |
| /s/ LEONARD P. FORMAN | Senior Vice President and Chief Financial Officer (principal financial officer) | December 20, 2002 |
| Leonard P. Forman | | |
| /s/ STUART STOLLER | Vice President and Corporate Controller (principal accounting officer) | December 20, 2002 |
| Stuart Stoller | | |
| /s/ MICHAEL GOLDEN | Senior Vice President, Vice Chairman, Director | December 20, 2002 |
| Michael Golden | | |
| /s/ JOHN F. AKERS | | |
| John F. Akers | Director | December 20, 2002 |
| /s/ BRENDA C. BARNES | | |
| Brenda C. Barnes | Director | December 20, 2002 |
| /s/ RAUL E. CESAN | | |
| Raul E. Cesan | Director | December 20, 2002 |
| /s/ JACQUELINE H. DRYFOOS | | |
| Jacqueline H. Dryfoos | Director | December 20, 2002 |
| /s/ WILLIAM E. KENNARD | | |
| William E. Kennard | Director | December 20, 2002 |

/s/ DAVID E. LIDDLE

David E. Liddle Director December 20, 2002

/s/ ELLEN R. MARRAM

Ellen R. Marram Director December 20, 2002

/s/ HENRY B. SCHACHT

Henry B. Schacht Director December 20, 2002

/s/ DONALD M. STEWART

Donald M. Stewart Director December 20, 2002

/s/ CATHY J. SULZBERGER

Cathy J. Sulzberger Director December 20, 2002

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INDEX TO EXHIBITS

| Exhibits | Sequential Page Number |
|-----------------|---|
| * 4 | The New York Times Deferred Executive Compensation Plan |
| * 5.1 | Opinion and consent of Kenneth A. Richieri, Vice President and Deputy General Counsel of the Company, as to the legality of deferred compensation obligations |
| *23.1 | Consent of Deloitte & Touche LLP |
| *23.2 | Consent of Kenneth A. Richieri, Vice President and Deputy General Counsel of the Company (included in Exhibit 5.1) |
| *24 | Power of Attorney (included on signature page) |
| <hr/> | |
| * | Filed herewith. |

INCORPORATION BY REFERENCE

SIGNATURES

POWER OF ATTORNEY

INDEX TO EXHIBITS