

Time Inc.
Form S-8
June 28, 2016

As filed with the Securities and Exchange Commission on June 28, 2016

Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

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

TIME INC.

(Exact name of Company as specified in its charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

225 Liberty Street

13-3486363
(I.R.S. Employer
Identification No.)

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New York, New York 10281

Telephone: (212) 522-1212

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

Time Inc. 2016 Omnibus Incentive Compensation Plan

(Full title of the plan)

Lawrence A. Jacobs

Executive Vice President, General Counsel and Secretary

225 Liberty Street

New York, New York 10281

(Name and address of agent for service)

(212) 522-1212

(Telephone number, including area code, of agent for service)

With copies to:

Kenneth R. Koch, Esq.

Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.

666 Third Avenue

New York, New York 10017

(212) 935-3000

Fax: (212) 983-3115

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 the 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 (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 (2) | Amount of Registration Fee |
|---|--|--|--|---------------------------------------|
| Common Stock, par value \$0.01 per share | 10,500,000 shares | (2) | \$175,578,375 | \$17,681 |
| Total | 10,500,000 shares | | \$175,578,375 | \$17,681 |

- (1) Consists of the aggregate number of shares which may be sold (i) upon the exercise of options or other stock-based awards which have been granted under the Time Inc. 2016 Omnibus Incentive Compensation Plan (the Plan) and (ii) upon the exercise of options or issuance of stock-based awards which may hereafter be issued under the Plan. In addition, pursuant to Rule 416 under the Securities Act of 1933, as amended (the Securities Act), this Registration Statement also covers an indeterminate number of shares that may be issuable as a result of a stock split, stock dividend, or similar transactions under the Plan.
- (2) Pursuant to Rule 457(c) and 457(h) of the Securities Act, the offering price per share and the aggregate offering price (a) for stock-based awards are based on the weighted-average fair market value of such stock-based awards on the grant date and (b) for shares reserved for future grant or issuance under the Plan are based on the average of the high and low prices of registrant's common stock as reported on the New York Stock Exchange as of a date (June 24, 2016) within five business days prior to filing this Registration Statement. The chart below details the calculations of the registration fee:

| Securities | Number of Shares | Offering Price Per Share | Aggregate Offering Price |
|---|---------------------------------|---|-------------------------------------|
| Shares issuable upon the vesting of stock-based awards granted under the Plan | 70,670 | \$16.98 | \$1,199,977 |
| Shares reserved for future grant under the Plan | 10,429,330 | \$16.72 | \$174,378,398 |
| Proposed Maximum Aggregate Offering Price | | | \$175,578,375 |
| Registration Fee | | | \$17,681 |

PART I

INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

The documents containing the information specified in this Part I will be delivered to the participants in the Time Inc. 2016 Omnibus Incentive Compensation Plan (the Plan) covered by this Registration Statement as required by Rule 428(b)(1). Such documents are not required to be filed with the Securities and Exchange Commission (the Commission) as part of this Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents, which have been filed by Time Inc. (the Company) with the Commission, are hereby incorporated by reference in this Registration Statement:

1. The Company s registration statement on Form 10 (File No. 001-36218) filed with the Commission on November 22, 2013, as amended, including the description of the Company s common stock contained therein, and any amendment or report filed for the purpose of updating such description;
2. The Company s Annual Report on Form 10-K for the year ended December 31, 2015, filed on February 19, 2016;
3. The Company s Quarterly Report on Form 10-Q for the period ended March 31, 2016, filed on May 5, 2016; and
4. The Company s Current Reports on Form 8-K filed on February 9, 2016, February 11, 2016, March 2, 2016 and June 9, 2016.

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

Not applicable.

Item 6. Indemnification of Directors and Officers.

Under Delaware law, a corporation may indemnify any individual made a party or threatened to be made a party to any type of proceeding, other than an action by or in the right of the corporation, because he or she is or was an officer, director, employee or agent of the corporation or was serving at the request of the corporation as an officer, director, employee or agent of another corporation or entity against expenses, judgments, fines and amounts paid in settlement actually and reasonably incurred in connection with such proceeding if (1) he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation or (2) in the case of a criminal proceeding, he or she had no reasonable cause to believe that his or her conduct was unlawful. A corporation may indemnify any individual made a party or threatened to be made a party to any threatened, pending or completed action or suit brought by or in the right of the corporation because he or she was an officer, director, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation or other entity, against expenses actually and reasonably incurred in connection with such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, provided that such indemnification will be denied if the individual is found liable to the corporation unless, in such a case, the court determines the person is nonetheless entitled to indemnification for such expenses. A corporation must indemnify a present or former director or officer who successfully defends himself or herself in a proceeding to which he or she was a party because he or she was a director or officer of the corporation against expenses actually and reasonably incurred by him or her. Expenses incurred by an officer or director, or any employees or agents as deemed appropriate by the board of directors, in defending civil or criminal proceedings may be paid by the corporation in advance of the final disposition of such proceedings upon receipt of an undertaking by or on behalf of such director, officer, employee or agent to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the corporation. The Delaware law regarding indemnification and expense advancement is not exclusive of any other rights which may be granted by our Amended and Restated Certificate of Incorporation or our Amended and Restated By-laws, a vote of stockholders or disinterested directors, agreement or otherwise.

Under Delaware law, termination of any proceeding by conviction or upon a plea of *nolo contendere* or its equivalent does not, of itself, create a presumption that such person is prohibited from being indemnified.

Delaware law permits a corporation to adopt a provision in its certificate of incorporation eliminating or limiting the personal liability of a director, but not an officer, in his or her capacity as such, to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except that such provision may not limit the liability of a director for (1) any breach of the director's duty of loyalty to the corporation or its stockholders, (2) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (3) unlawful payment of dividends or stock purchases or redemptions or (4) any transaction from which the director derived an improper personal benefit. Our Amended and Restated Certificate of Incorporation provides that, to the fullest extent permitted under Delaware law, no Time Inc. director shall be liable to us or our stockholders for monetary damages for breach of fiduciary duty as a director.

Our Amended and Restated By-laws require indemnification, to the fullest extent permitted under Delaware law, of any person who is or was a director or officer of Time Inc. or any of its direct or indirect wholly owned subsidiaries and who is or was a party or is threatened to be made a party to, or was or is otherwise directly involved in (including as a witness), any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director or officer of Time Inc. or any direct or indirect wholly owned subsidiary of Time Inc., or is or was serving at the request of Time Inc. as a director, officer, employee, partner, member or agent of another corporation, partnership, limited liability company, joint venture, trust, employee benefit plan or other enterprise, whether the basis of such proceeding is alleged action in an official capacity or in any other capacity, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding; provided that the foregoing shall not apply to a director or officer with respect to a proceeding that was commenced by such director or

officer except under certain circumstances.

In addition, our Amended and Restated By-laws provide that expenses incurred by or on behalf of a current or former director or officer in connection with defending any action, suit or proceeding will be advanced to the director or officer by us upon the request of the director or officer, which request, if required by law, will include an undertaking by or on behalf of the director or officer to repay the amounts advanced if ultimately it is determined that the director or officer was not entitled to be indemnified against the expenses.

The indemnification rights to be provided in our Amended and Restated By-laws will not be exclusive of any other right to which persons seeking indemnification may otherwise be entitled.

As permitted by Delaware law, our Amended and Restated By-laws authorize us to purchase and maintain insurance to protect any director, officer, employee or agent against claims and liabilities that such persons may incur in such capacities. The Company maintains liability insurance for its directors and officers. Such insurance is available to the Company's directors and officers in accordance with its terms.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

See the Exhibit Index on the page immediately following the signature pages to the Registration Statement, which Exhibit Index is incorporated herein by reference.

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;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this 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 this 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 Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective 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 this Registration Statement;

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if 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 Exchange Act that are

incorporated by reference in this 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 Company hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Company's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this 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 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 Act 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 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 on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on this 28th day of June, 2016.

TIME INC.

By /s/ Jeffrey J. Bairstow
 Jeffrey J. Bairstow
 Executive Vice President and
 Chief Financial Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints each of Lawrence A. Jacobs, Joseph A. Ripp and Jeffrey J. Bairstow as his or her true and lawful agent, proxy and attorney-in-fact, each acting alone with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to (i) act on, sign and file with the Securities and Exchange Commission any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8 together with all schedules and exhibits thereto, (ii) act on, sign and file such certificates, instruments, agreements and other documents as may be necessary or appropriate in connection therewith, and (iii) take any and all actions which may be necessary or appropriate in connection therewith, granting unto such agents, proxies and attorneys-in-fact, and each of them, full power and authority to do and perform each and every act and thing necessary or appropriate to be done, as fully for all intents and purposes as he or she might or could do in person, hereby approving, ratifying and confirming that all such agents, proxies and attorneys-in-fact, any of them or any of his or her or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

To effect the above, each of the undersigned has executed this Power of Attorney as of the date indicated beside each name.

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

| Signature | Title | Date |
|-------------------------|--|---------------|
| /s/ Joseph A. Ripp | Chairman and Chief Executive Officer | June 28, 2016 |
| Joseph A. Ripp | <i>(Principal Executive Officer)</i> | |
| /s/ Jeffrey J. Bairstow | Executive Vice President and Chief Financial Officer | June 28, 2016 |
| Jeffrey J. Bairstow | <i>(Principal Financial Officer)</i> | |

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| | | |
|-------------------------|---------------------------------------|---------------|
| /s/ Susana D Emic | Senior Vice President and Controller | June 28, 2016 |
| Susana D Emic | <i>(Principal Accounting Officer)</i> | |
| /s/ David A. Bell | Director | June 28, 2016 |
| David A. Bell | | |
| /s/ John M. Fahey, Jr. | Director | June 28, 2016 |
| John M. Fahey, Jr. | | |
| /s/ Manuel A. Fernandez | Director | June 28, 2016 |
| Manuel A. Fernandez | | |

| | | |
|--------------------------|----------|---------------|
| /s/ Dennis J. FitzSimons | Director | June 28, 2016 |
| Dennis J. FitzSimons | | |
| /s/ Betsy D. Holden | Director | June 28, 2016 |
| Betsy D. Holden | | |
| /s/ Kay Koplovitz | Director | June 28, 2016 |
| Kay Koplovitz | | |
| /s/ J. Randall MacDonald | Director | June 28, 2016 |
| J. Randall MacDonald | | |
| /s/ Ronald S. Rolfe | Director | June 28, 2016 |
| Ronald S. Rolfe | | |
| /s/ Sir Howard Stringer | Director | June 28, 2016 |
| Sir Howard Stringer | | |
| /s/ Michael Zeisser | Director | June 28, 2016 |
| Michael Zeisser | | |

INDEX OF EXHIBITS

Exhibit

Number

Description of Exhibit

- | | |
|------|---|
| 4.1 | Amended and Restated Certificate of Incorporation of Time Inc. (incorporated herein by reference to Exhibit 3.1 to the Current Report on Form 8-K of Time Inc. filed on June 10, 2014). |
| 4.2 | Amended and Restated By-laws of Time Inc. (incorporated herein by reference to Exhibit 3.1 to the Current Report on Form 8-K of Time Inc. filed on May 21, 2015). |
| 4.3 | Time Inc. 2016 Omnibus Incentive Compensation Plan. (incorporated herein by reference to Annex B to Schedule 14A of Time Inc. filed on April 21, 2016). |
| 5.1 | Opinion of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. |
| 23.1 | Consent of Ernst & Young LLP. |
| 23.2 | Consent of Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. (filed as part of Exhibit 5.1). |
| 24.1 | Power of Attorney (included as part of the signature pages to this Registration Statement). |