

ERICSSON LM TELEPHONE CO
Form S-8
July 18, 2003

As filed with the Securities and Exchange Commission on July 18, 2003

Registration No. 333-_____

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

TELEFONAKTIEBOLAGET LM ERICSSON

(Exact Name of Registrant as Specified in Its Charter)

LM ERICSSON TELEPHONE COMPANY

(Translation of Registrant's Name into English)

Telefonplan, SE-126 25

Kingdom of Sweden
(State or Other Jurisdiction of

Stockholm, Sweden
(Address of Principal Executive

N.A.
(I.R.S. Employer

Incorporation or Organization)

Offices Including Zip Code)

Identification Number)

THE STOCK PURCHASE PLAN 2003

(Full Title of the Plan)

Ericsson Inc.

Vice President Legal Affairs

6300 Legacy Drive

Plano, Texas 75024

(Name and Address of Agent For Service)

(972) 583-0000

(Telephone Number, Including Area Code, of Agent For Service)

Copies to:

David I. Schiller, Esq.

Gibson, Dunn & Crutcher LLP

2100 McKinney Avenue, Suite 1100

Dallas, Texas 75201

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 | Amount of Registration Fee |
|--|---|---|--|---------------------------------------|
| American Depositary Shares evidenced by American Depositary Receipts, each American Depositary Share | 1,500,000 American Depositary | \$11.25 | \$16,875,000 | \$1,365.19 |

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representing ten B Shares, par value of Swedish Kronor Shares
1.00 each of Telefonaktiebolaget LM Ericsson

- (1) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the Securities Act), this Registration Statement on Form S-8 (this Registration Statement) also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan described herein.
 - (2) Estimated solely for the purposes of calculating the registration fee pursuant to Rule 457(c).
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INTRODUCTION

This Registration Statement on Form S-8 is filed by Telefonaktiebolaget LM Ericsson, a limited liability company under the Swedish Companies Act (the Company), relating to a total of 1,500,000 American Depositary Shares, each representing ten B shares, par value of Swedish Kronor 1.00 each and evidenced by American Depositary Receipts of the Company (the Shares), to be made available through open market purchases and/or Treasury shares to eligible employees of Ericsson Inc., a wholly-owned subsidiary of the Company, pursuant to the terms of The Stock Purchase Plan (the Plan).

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information requested in Part I of this Registration Statement is included in the prospectus for the Plan, which the Company has excluded from this Registration Statement in accordance with the instructions to Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents that the Company has previously filed with the Securities and Exchange Commission (the Commission) are hereby incorporated by reference into this Registration Statement:

1. The Company's annual report on Form 20-F filed on March 28, 2003 pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act);
2. All other reports filed by the Company pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by Company's latest annual report referred to in 1. above;
3. The description of the Shares set forth in the Registration Statement on Form F-6, filed by the Company with the Commission on May 11, 1998 (Registration No. 333-08742), under which the Company registered the Shares under the Securities Act of 1933, as amended (the Securities Act); and
4. The description of the Company's B Shares, par value SEK 1.00 per share, (the B Shares) contained in the Company's Registration Statement on Form F-3,

dated September 29, 1995, which contains a description of the B Shares registered under Section 12 of the Exchange Act), except to the extent that such description has been superseded by the descriptions in Item 9, The Offer and Listing of the Form 20-F described in, and incorporated by reference by, paragraph 1 above.

All reports and other documents that the Company subsequently files with the Commission pursuant to Sections 13(a), 13(c), 14, or 15(d) of the Exchange Act, prior to the filing of a post-effective amendment indicating that all of the securities offered under this Registration Statement have been purchased or that deregisters the distribution of all such securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement from the date that the Company files such report or document. Any statement contained in this Registration Statement or any report or document incorporated into this Registration Statement by reference, however, shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained in a subsequently dated report or document that is also considered part of this Registration Statement, or in any amendment to this Registration Statement, is inconsistent with such prior statement.

Item 4. Description of Securities.

Inapplicable.

Item 5. Interests of Named Experts and Counsel.

Inapplicable.

Item 6. Indemnification of Directors and Officers.

The Company has provided liability insurance coverage for each director and officer for certain losses arising from claims or changes made against them while acting in their capacity as directors and officers of the Company.

Item 7. Exemption from Registration Claimed.

Inapplicable.

Item 8. Exhibits.

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|---|
| 4.1 | The Stock Purchase Plan 2003 |
| 4.2 | Articles of Incorporation of Telefonaktiebolaget LM Ericsson (incorporated by reference to Exhibit 1 to the Company's 2002 Annual Report on Form 20-F filed with the Commission on March 28, 2003). |

- 4.3 Specimen certificate representing Non-restricted B Shares of Telefonaktiebolaget LM Ericsson (incorporated by reference to Exhibit 4.1 of the Company's Registration Statement on Form F-1

(File No. 2-82969)).
- 4.4 Form of certificate representing ADRs of Telefonaktiebolaget LM Ericsson (incorporated by reference to Exhibit A of Amendment No. 1 to the Company's Registration Statement on Form F-6

(File No. 2-82998)).
- 23.1 Consent of PricewaterhouseCoopers AB
- 24.1 Power of Attorney (included as part of signature page)

Item 9. Undertakings.

A. The undersigned 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, and (iii) to include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement, provided, however, that clauses (i) and (ii) do not apply if the information required to be included in a post-effective amendment by those clauses is contained in periodic reports filed with or furnished to the Commission by the Company 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; and

(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 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 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 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 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.

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| | | |
|--------------------------|---|---------------|
| /s/ SIR PETER BONFIELD | Director | June 24, 2003 |
| Sir Peter Bonfield | | |
| /s/ CARL-HENRIC SVANBERG | President & CEO and Director | June 27, 2003 |
| Carl-Henric Svanberg | | |
| /s/ JAN HEDLUND | Employee Representative and Director | June 27, 2003 |
| Jan Hedlund | | |
| /s/ PER LINDH | Employee Representative and Director | June 24, 2003 |
| Per Lindh | | |
| /s/ SVERKER MARTIN-LÖF | Director | June 27, 2003 |
| Sverker Martin-Löf | | |
| /s/ ECKHARD PFEIFFER | Director | June 27, 2003 |
| Eckhard Pfeiffer | | |
| /s/ LENA TORELL | Director | July 7, 2003 |
| Lena Torell | | |
| /s/ PETER SUTHERLAND | Director | June 27, 2003 |
| Peter Sutherland | | |
| /s/ MARCUS WALLENBERG | Deputy Chairman of the Board and Director | June 24, 2003 |
| Marcus Wallenberg | | |
| /s/ ÅKE SVENMARCK | Employee Representative and Director | June 26, 2003 |
| Åke Svenmarck | | |

EXHIBIT INDEX

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