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TELEFLEX INC
Form S-8
November 05, 2002

As filed with the Securities and Exchange Commission on November 5, 2002
Registration No. _____

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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

TELEFLEX INCORPORATED
(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of
incorporation or organization
No.)

23-1147939
(I.R.S. Employer
Identification

SUITE 450
630 WEST GERMANTOWN PIKE
PLYMOUTH MEETING, PENNSYLVANIA 19462
(610) 834-6301
(Address, including zip code and telephone number, including area code
of registrant's principal executive offices)

TELEFLEX INCORPORATED VOLUNTARY INVESTMENT PLAN
(Full title of the plan)

JEFFREY P. BLACK
PRESIDENT AND CHIEF EXECUTIVE OFFICER
TELEFLEX INCORPORATED
SUITE 450
630 WEST GERMANTOWN PIKE
PLYMOUTH MEETING, PENNSYLVANIA 19462
(610) 834-6301
(Name, address, including zip code and telephone number,
including area code, of agent for service)

Copies of all communications, including all communications
sent to the agent for service should be sent to:

JOAN W. SCHWARTZ, ESQ.
TELEFLEX INCORPORATED
155 SOUTH LIMERICK ROAD
LIMERICK, PENNSYLVANIA 19468
(610) 948-2812

CALCULATION OF REGISTRATION FEE

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Title of Securities to be registered	Amount to be registered	Proposed maximum offering price per unit	Proposed maximum aggregate offering price (2)
Common Stock, \$1.00 par value per share	300,000 shares (1)	(2)	\$12,630,000

(1) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan described herein.

(2) The price is estimated in accordance with Rule 457(h)(1) under the Securities Act of 1933, as amended, solely for the purpose of calculating the registration fee and is the product resulting from multiplying 300,000, the maximum number of additional shares registered by this Registration Statement for issuance in connection with the Teleflex Incorporated Voluntary Investment Plan, by \$42.10, the average of the high and low prices of the Common Stock as reported on the New York Stock Exchange on October 31, 2002, within five business days prior to November 5, 2002.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents filed by Teleflex Incorporated (the "Company") are incorporated herein by reference:

- (i) The contents of the Company's Registration Statement on Form S-8 Registration No. 033-53385 filed on April 29, 1994.

Item 4. DESCRIPTION OF SECURITIES

Not applicable.

Item 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

Not applicable.

Item 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Not applicable.

Item 7. EXEMPTION FROM REGISTRATION CLAIMED

Not applicable.

Item 8. EXHIBITS

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- 5 (a) Opinion of Beckman and Associates
- 5 (b) Company undertaking in lieu of Opinion of Counsel
- 23 (a) Consent of PricewaterhouseCoopers LLP
- 23 (b) Consent of Beckman and Associates (contained in Exhibit 5 (a) to this Registration Statement).

Item 9. UNDERTAKINGS

Not Applicable

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, TELEFLEX INCORPORATED, 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 Plymouth Meeting, Pennsylvania on the 4th of November 2002.

TELEFLEX INCORPORATED

By: /S/ Jeffrey P. Black

Jeffrey P. Black, President and
Chief Executive Officer

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 on November 4, 2002.

Signature -----	Title -----
/S/ Lennox K. Black ----- Lennox K. Black	Director and Chairman of the Board
/S/ Jeffrey P. Black ----- Jeffrey P. Black	President and Chief Executive Officer (Principal Executive Officer)
/S/ Harold L. Zuber, Jr. ----- Harold L. Zuber, Jr.	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)
/S/ Stephen Gambone	Controller and Chief Accounting Officer

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----- Stephen Gambone	(Principal Accounting Officer)
/S/ Patricia C. Barron ----- Patricia C. Barron	Director
/S/ Donald Beckman ----- Donald Beckman	Director
/S/ William R. Cook ----- William R. Cook	Director
/S/ Joseph S. Gonnella ----- Joseph S. Gonnella	Director
/S/ Sigismundus W.W. Lubsen ----- Sigismundus W. W. Lubsen	Director
/S/ Palmer E. Retzlaff ----- Palmer E. Retzlaff	Director
/S/ James W. Stratton ----- James W. Stratton	Director

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the administrator of the TELEFLEX INCORPORATED VOLUNTARY INVESTMENT PLAN has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Limerick, Pennsylvania on the 4th day of November 2002.

TELEFLEX INCORPORATED
VOLUNTARY INVESTMENT PLAN

/S/ Terry R. Moulder

Terry R. Moulder, Member
Plan Administrative Committee

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EXHIBIT INDEX

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