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QUESTAR CORP  
Form S-8  
August 16, 2001

As filed with the Securities and Exchange Commission on August 16, 2001.

Registration No. \_\_\_\_\_

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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

-----  
QUESTAR CORPORATION  
(Exact name of registrant as specified in its charter)

Utah 87-0407509  
(State of incorporation) (I.R.S. Employer Identification No.)

180 East First South Street  
P.O. Box 45433  
Salt Lake City, Utah 84145-0433  
(801) 324-5000  
(Address of principal executive offices)

-----  
QUESTAR CORPORATION LONG-TERM STOCK INCENTIVE PLAN  
(Full title of the Plan)

Connie C. Holbrook  
Senior Vice President, General Counsel and Secretary  
180 East First South Street  
P.O. Box 45433  
Salt Lake City, Utah 84145-0433  
(801) 324-5202  
(Name, address, and telephone number of Agent for service.)

Approximate date of proposed commencement of sales pursuant to the Plan:  
Upon exercise of an option

CALCULATION OF REGISTRATION FEE

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| Title of securities to be registered | Amount to be registered | Proposed maximum offering price per share | Proposed maximum aggregate offering price | Amount of registration fee |
|--------------------------------------|-------------------------|---|---|----------------------------|
| Questar Corporation Common Stock     | 9,148,405 shares (1)    |   | \$210,413,315 (2)                         | \$52,600                   |

This Registration Statement is being filed in accordance with General Instruction E to Form S-8 to register additional shares of Common Stock reserved for issuance under the Plan. The contents of the Form S-8 Registration Statements (Nos. 33-40800, 33-40801, and 333-04951) relating to the Plan and the Stock Option Plan for Directors are incorporated by reference in this Registration Statement.

(1) This Registration Statement shall also include any additional shares of Common Stock and attached Common Stock Purchase Rights ("Rights") as may become issuable under the Long-Term Stock Incentive Plan ("Plan") as a result of applicable anti-dilution provisions of the Plan.

(2) This amount has been inserted solely for the purpose of calculating the registration fee. The proposed maximum aggregate offering price has been calculated by multiplying the total number of shares available under the Plan by \$23.00, the average of the high and low prices reported for sales of the Company's Common Stock on August 13, 2001.

PART I

INFORMATION REQUIRED IN SECTION 10(a) PROSPECTUS

The document(s) containing the information specified in Part I of Form S-8 will be sent or given to employee or non-employee directors as specified in Rule 428 (b) (1). These documents (and the documents incorporated by reference pursuant to Item 3 of Part II of this Registration Statement (as incorporated by reference to other Registration Statements) taken together constitute the prospectus for purpose of Section 10(a) of the Securities Act of 1933, as amended.

PART II

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 8. EXHIBITS.

The following documents are filed as part of this Registration Statement in accordance with General Instruction E to Form S-8:

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| Exhibit<br>Number<br>----- | Description of Exhibit<br>-----  |
|----------------------------|--|
| 4.1                        | Restated Articles of Incorporation, as amended effective May 19, 1998. (Exhibit No. 3.1. to Form 10-Q Report for Quarter ended June 30, 1998.)   |
| 4.2                        | Bylaws, as amended effective August 11, 1998. (Exhibit No. 3.2. to Form 10-Q Report for Quarter ended June 30, 1998).  |
| 4.3                        | Rights Agreement dated as of February 13, 1996, between the Company and Chemical Mellon Shareholder Services L.L.C. pertaining to the Company's Shareholder Rights Plan. (Exhibit No. 4. to Current Report on Form 8-K dated February 13, 1996.) |
| 5                          | Opinion of Connie C. Holbrook, Senior Vice President, General Counsel and Secretary.   |
| 10.1                       | Questar Corporation Long-term Stock Incentive Plan, as amended and restated effective March 1, 2001. (Exhibit No. 10.4. to Form 10-K Report for 2000.)   |
| 23.1                       | Consent of Connie C. Holbrook (contained in and incorporated by reference to Exhibit 5).   |
| 23.2                       | Consent of Ernst & Young LLP.  |
| 24                         | Appointment of Power of Attorney (contained in and incorporated herein by reference to pages II-2 - II-4 of Registration Statement).   |

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SIGNATURES

THE REGISTRANT:  
-----

Pursuant to the requirements of the Securities Act of 1933, 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 amendment to the Registration Statement to be signed on its behalf by the under signed, thereunto duly authorized, in the City of Salt Lake, State of Utah, on the 15th day of August, 2001.

QUESTAR CORPORATION  
(Registrant)

By /s/R. D. Cash  
-----

R. D. Cash  
Chairman of the Board and  
Chief Executive Officer

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POWER OF ATTORNEY

Each of the undersigned constitutes and appoints R. D. Cash and S. E. Parks, and each of them, his true and lawful attorneys in fact and agents, with full power of substitution and resubstitution, in him and in his name, place, and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits, with the Securities and Exchange Commission, hereby ratifying and confirming and our signatures as they may be signed by the attorneys in fact appointed herein to the documents described above.

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

| Signature<br>-----                   | Title<br>-----  | Date<br>----    |
|--------------------------------------|---|-----------------|
| /s/R. D. Cash<br>-----<br>R. D. Cash | Chairman of the Board<br>and Chief Executive Officer<br>(Principal Executive Officer) | August 15, 2001 |

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|  |   |                 |
|--|---|-----------------|
| /s/S. E. Parks<br>-----<br>S. E. Parks | Senior Vice President,<br>Treasurer and Chief<br>Financial Officer<br>(Principal Financial and<br>Accounting Officer) | August 15, 2001 |
|--|---|-----------------|

|  |          |                 |
|--|----------|-----------------|
| /s/Teresa Beck<br>-----<br>Teresa Beck | Director | August 15, 2001 |
|--|----------|-----------------|

|  |          |                 |
|--|----------|-----------------|
| /s/P. J. Early<br>-----<br>P. J. Early | Director | August 15, 2001 |
|--|----------|-----------------|

|  |          |                 |
|--|----------|-----------------|
| /s/James A. Harmon<br>-----<br>James A. Harmon | Director | August 15, 2001 |
|--|----------|-----------------|

|  |          |                 |
|--|----------|-----------------|
| /s/W. Whitley Hawkins<br>-----<br>W. Whitley Hawkins | Director | August 15, 2001 |
|--|----------|-----------------|

|  |          |                 |
|--|----------|-----------------|
| /s/R. E. Kadlec<br>-----<br>R. E. Kadlec | Director | August 15, 2001 |
|--|----------|-----------------|

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|  |          |                 |
|--|----------|-----------------|
| /s/Dixie L. Leavitt<br>-----<br>Dixie L. Leavitt | Director | August 15, 2001 |
| /s/Gary G. Michael<br>-----<br>Gary G. Michael   | Director | August 15, 2001 |
| /s/Gary L. Nordloh<br>-----<br>Gary L. Nordloh   | Director | August 15, 2001 |

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|  |          |                 |
|--|----------|-----------------|
| /s/Scott S. Paker<br>-----<br>Scott S. Parker      | Director | August 15, 2001 |
| /s/Keith O. Rattie<br>-----<br>Keith O. Rattie     | Director | August 15, 2001 |
| /s/D. N. Rose<br>-----<br>D. N. Rose               | Director | August 15, 2001 |
| /s/Harris H. Simmons<br>-----<br>Harris H. Simmons | Director | August 15, 2001 |

THE PLAN:

Pursuant to the requirements of the Securities Act of 1933, the Questar Corporation Employee Benefits Committee, as the administrator of the Questar Corporation Employee Stock Purchase Plan, has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Salt Lake, State of Utah, on the 15th day of August, 2001

QUESTAR CORPORATION LONG-TERM  
STOCK INCENTIVE PLAN  
(Plan)

By /s/P. J. Early  
-----  
P. J. Early  
Chairman, Management Performance  
Committee, Questar Corporation Board

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of Directors

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Exhibit List

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