

Edgar Filing: WASHINGTON FEDERAL INC - Form S-8

WASHINGTON FEDERAL INC  
Form S-8  
September 28, 2004

Registration No. 333-  
Filed September 27, 2004

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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

Washington Federal, Inc.

-----  
(Exact Name of Registrant as specified in its Articles of Incorporation)

Washington

91-1661606

-----  
(State of incorporation)

-----  
(IRS Employer Identification No.)

425 Pike Street  
Seattle, Washington 98101

-----  
(Address of principal executive offices, including zip code)

Washington Federal Savings Profit Sharing Retirement  
Plan and Employee Stock Ownership Plan

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(Full Title of the Plan)

Roy M. Whitehead  
Vice Chairman, President and  
Chief Executive Officer  
Washington Federal, Inc.  
425 Pike Street  
Seattle, Washington 98101  
(206) 624-7930

Copy to:  
Jeffrey D. Haas, Esq.  
Patton Boggs L.L.P.  
2550 M Street, NW  
Washington, D.C. 20037-1350  
(202) 457-5675

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(Name, address and telephone number of  
agent for service)

Index to Exhibits is located on page 3.

CALCULATION OF REGISTRATION FEE

Title of Securities	Amount	Proposed Maximum	Proposed Maximum	Amount of
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to be Registered	to be Registered(1)	Offering Price Per Share(3)	Aggregate Offering Price(3)	Registration Fee
Common Stock, par value \$1.00	400,000 (2)	\$25.22	\$10,088,000	\$1,279.00

(1) Together with an indeterminate number of additional shares which may be necessary to adjust the number of shares reserved for issuance pursuant to Washington Federal Savings Profit Sharing Retirement Plan and Employee Stock Ownership Plan (the "Plan") as a result of a stock split, stock dividend or similar adjustment of the outstanding Common Stock of Washington Federal, Inc. (the "Company" or the "Registrant").

(2) Represents an estimate of such presently undeterminable number of shares as may be purchased with employee contributions pursuant to the Plan. 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 Plan.

(3) Estimated solely for the purpose of calculating the registration fee, which has been calculated pursuant to Rule 457(c). The Proposed Maximum Offering Price Per Share is equal to the average of the high and low sales prices of the Common Stock on the Nasdaq National Market System on September 22, 2004.

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This Registration Statement shall become effective automatically upon the date of filing in accordance with Section 8(a) of the Securities Act of 1933, as amended, and 17 C.F.R. Section 230.462.

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This Registration Statement registers additional securities to be issued under the Washington Federal Savings Profit Sharing Retirement Plan and Employee Stock Ownership Plan, for which a Registration Statement on Form S-8 has been filed and is effective. The contents of the Registration Statement on Form S-8 (Commission File No. 33-97900), filed with the Commission on October 10, 1995, and the Registration Statements on Form S-8 (Commission File Nos. 333-20191, 333-51143 and 333-46588) filed on January 22, 1997, April 28, 1998 and September 26, 2000, to register additional shares under the Plan, are incorporated herein by reference.

Item 8. Exhibits

The following exhibits are filed with or incorporated by reference into this Registration Statement on Form S-8 (numbering corresponds to Exhibit Table in Item 601 of Regulation S-K):

No.	Exhibit	Page
4	Common Stock Certificate.	*

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5.1	Opinion of Patton Boggs LLP regarding the legality Of the Common Stock being registered.	E-1
23.1	Consent of Deloitte & Touche LLP	E-3
23.2	Consent of Patton Boggs LLP (included in Exhibit No. 5.1 hereto)	E-1
24	Power of attorney for any subsequent amendments (located in the signature pages of this Registration Statement).	--
99	Washington Federal Savings Profit Sharing and Retirement Plan and Employee Stock Ownership Plan	**

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\* Incorporated by reference from the Company's Registration Statement on Form 8-B, filed with the Commission on January 26, 1995.

\*\* Incorporated by reference from the Company's Registration Statement on Form S-8 (Commission File No. 33-97900), filed with the Commission on October 10, 1995.

SIGNATURES

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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the State of Washington on September 27, 2004.

By: /s/ Roy M. Whitehead

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 Roy M. Whitehead  
 Vice Chairman, President  
 and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated. Each person whose signature appears below hereby makes, constitutes and appoints Roy M. Whitehead his or her true and lawful attorney, with full power to sign for such person and in such person's name and capacity indicated below, and with full power of substitution any and all amendments to this Registration Statement, hereby ratifying and confirming such person's signature as it may be signed by said attorney to any and all amendments.

Signature	Title	Date
-----	-----	-----
/s/ Derek L. Chinn ----- Derek L. Chinn	Director	September 27, 2004

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/s/John F. Clearman ----- John F. Clearman	Director	September 27, 2004
/s/ H. Dennis Halvorson ----- H. Dennis Halvorson	Director	September 27, 2004
/s/ W. Alden Harris ----- W. Alden Harris	Director	September 27, 2004
/s/ Anna C. Johnson ----- Anna C. Johnson	Director	September 27, 2004

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Signature -----	Title -----	Date -----
/s/ Thomas F. Kenney ----- Thomas F. Kenney	Director	September 27, 2004
/s/ Guy C. Pinkerton ----- Guy C. Pinkerton	Chairman and Director	September 27, 2004
/s/ Charles R. Richmond ----- Charles R. Richmond	Director	September 27, 2004
/s/ Roy M. Whitehead ----- Roy M. Whitehead	Vice Chairman, Director, President and Chief Executive Officer	September 27, 2004
/s/ Brent J. Beardall ----- Brent J. Beardall	Senior Vice President and Chief Financial Officer (principal financial & accounting officer)	September 27, 2004

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