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OLIN CORP
Form S-8
January 25, 2001

Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST EFFECTIVE AMENDMENT NO. 1 TO FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

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

| | |
|--|--|
| Virginia ----- (State or other jurisdiction of incorporation or organization) | 13-1872319 ----- (I.R.S. Employer Identification Number) |
| 501 Merritt 7, Norwalk, Connecticut ----- (Address of Principal Executive Offices) | 06851 ----- (Zip Code) |

OLIN CORPORATION CONTRIBUTING EMPLOYEE OWNERSHIP PLAN
(Full title of the plan)

J. M. Jackson, Jr.
Vice President, General Counsel
and Secretary
Olin Corporation
501 Merritt 7
Norwalk, Connecticut 06851
(Name and address of agent for service)

203-750-3126
(Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities to be Registered | Amount to be registered (1) | Proposed Maximum | |
|---|--------------------------------|---------------------------------|---------------------------------|
| | | Offering Price Per Share (2) | Aggregate Offering Price (2) |
| Common Stock (par value \$1.00 per share) | 500,000 | \$19.94 | \$9,970,000.00 |
| Participating Cumulative Preferred Stock Purchase Rights | (3) | (3) | (3) |

(1) This Registration Statement shall also cover an indeterminate amount of interests to be offered or sold pursuant to the Plan, as well as any additional shares of Common Stock which become issuable under the Plan by reason of any

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stock dividend or stock split or as the result of other anti-dilution provisions in the Plan.

(2) Estimated solely for purposes of calculating the amount of the registration fee, pursuant to Rule 457(c) and (h), based upon the average of the high and low prices reported for the Common Stock on January 23, 2001, on the New York Stock Exchange consolidated reporting system.

(3) The rights are attached to the Common Stock pursuant to the Rights Agreement dated as of February 27, 1996, between Olin Corporation and Chemical Mellon Shareholder Services, L.L.C. The value attributable to the rights, if any, is reflected in the value of the Common Stock and the registration fee for the rights is included in the fee for the Common Stock.

EXPLANATORY NOTE

Olin Corporation ("Company") has prepared this Amendment No. 1 to Registration Statement (the "Registration Statement"), Registration Number 333-17629 in accordance with the requirements of Form S-8 under the Securities Act of 1933, as amended (the "Securities Act"), to register an additional 500,000 shares of Common Stock, which will be issued in accordance with our Contributing Employee Ownership Plan, as amended ("Plan").

INCORPORATION OF CONTENTS OF REGISTRATION STATEMENT BY REFERENCE

The Company filed a registration statement on Form S-8 (File No. 333-17629) with the Securities and Exchange Commission ("SEC") covering the registration of 2,500,000 shares for issuance under the Plan. Pursuant to General Instruction E of Form S-8 and Rule 429, this Registration Statement is being filed to register an additional 500,000 shares pursuant to the Plan. This Registration Statement should also be considered a post-effective amendment to the prior registration statement. The contents of the prior registration statement are incorporated herein by reference.

Item 8. EXHIBITS The Exhibits to this Amendment No. 1 to Registration Statement are listed in the Exhibit Index to this Registration Statement, which Index is incorporated herein by reference.

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 Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Norwalk, State of Connecticut, on January 25, 2001.

OLIN CORPORATION

By: /s/ J. M. Jackson, Jr.

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J. M. Jackson, Jr.
 Title: Vice President, General
 Counsel and Secretary

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Registration Statement has been signed below by the following persons in the capacities and on the date indicated.

| Signature ----- | Title ----- | Date ----- |
|---|--|------------------|
| /s/ Donald W. Griffin ----- Donald W. Griffin | Chairman of the Board, President, Chief Executive Officer and Director (Principal Executive Officer) | January 25, 2001 |
| /s/ Anthony W. Ruggiero ----- Anthony W. Ruggiero | Executive Vice President, Chief Financial Officer and Director (Principal Financial Officer) | January 25, 2001 |
| /s/ William W. Higgins* ----- William W. Higgins | Director | January 25, 2001 |
| ----- Randall W. Larrimore | Director | |

| Signature ----- | Title ----- | Date ----- |
|--|---|---------------|
| _____ Stephen F. Page | Director | |
| /s/ G. Jackson Ratcliffe, Jr.* ----- G. Jackson Ratcliffe, Jr. | Director | January 25, |
| _____ Richard M. Rompala | Director | |
| /s/ Mary E. Gallegher ----- Mary E. Gallagher | Vice President and Controller (Principal Accounting Officer) | January 25, |

*By J. M. Jackson, Jr. as attorney-in-fact

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Pursuant to the requirements of the Securities Act of 1933, the Olin Corporation Contributing Employee Ownership Plan has duly caused this Amendment No. 1 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized on this 25th day of January, 2001.

OLIN CORPORATION CONTRIBUTING
EMPLOYEE OWNERSHIP PLAN

By the Pension and CEOP Administrative Committee

/s/ Peter C. Kosche

Peter C. Kosche

/s/ Sharon E. Doughty

Sharon E. Doughty

Linda S. LaFortune

EXHIBIT INDEX

| EXHIBIT | DESCRIPTION |
|---------|---|
| 5 | Opinion of Counsel. |
| 23.1 | Consent of Independent Auditor |
| 23.2 | Consent of Counsel (contained in Exhibit 5) |