

ANDERSONS INC
Form S-8
December 11, 2002

Table of Contents

As filed with the Securities and Exchange Commission on December 11, 2002

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
Under
The Securities Act of 1933

THE ANDERSONS, INC.

(Exact name of registrant as specified in its charter)

| | |
|---|--|
| Ohio (State or other jurisdiction of incorporation or organization) | 34-1562374 (I.R.S. Employer Identification Number) |
| 480 West Dussel Drive, Maumee, Ohio | 43537 |
| (Address of Principal Executive Offices) | (Zip Code) |

THE ANDERSONS, INC.
AMENDED AND RESTATED LONG-TERM PERFORMANCE COMPENSATION PLAN
Dated December 14, 2001
(Full title of the plans)

Beverly J. McBride
The Andersons, Inc.
480 West Dussel Drive
Maumee, Ohio 43537
(Name and address of agent for service)

(419) 893-5050
(Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

| Title of securities to be registered | Amount to be registered | Proposed maximum price per share (1) | Proposed maximum aggregate offering price (1) | Amount of registration fee |
|---|--------------------------------|---|--|-----------------------------------|
| | 700,000 shares | \$ 12.23 | \$8,561,000 | \$787.61 |

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Common Shares, no par
value

(1) Computed on the basis of the price at which stock of the same class was sold on December 6, 2002 pursuant to Rule 457(h) of the Securities Act of 1933, as amended, solely for the purpose of calculating the amount of the registration fee.

TABLE OF CONTENTS

PART II

INFORMATION REQUIRED PURSUANT TO GENERAL INSTRUCTION E TO FORM S-8

Item 3. Incorporation of Certain Documents by Reference.

Item 8. Exhibits.

SIGNATURES

EXHIBIT 5.1 OPINION OF BEVERLY MCBRIDE

EXHIBIT 23.1 CONSENT OF INDEPENDENT ACCOUNTANTS

EXHIBIT 24.1 POWER OF ATTORNEY

Table of Contents

PART II

INFORMATION REQUIRED PURSUANT TO GENERAL INSTRUCTION E TO FORM S-8

General Instruction E Information

This Registration Statement is being filed for the purpose of increasing the number of securities of the same class as other securities for which a Registration Statement of The Andersons, Inc. (the Company) relating to the Amended and Restated Long Term Performance Compensation Plan dated December 14, 2001 is effective. The Company's Form S-8 Registration Statements Nos. 333-80785, 333-01249 and 333-08984 are hereby incorporated by reference.

Item 3. Incorporation of Certain Documents by Reference.

The following documents filed by the Company under the Securities and Exchange Act of 1934, as amended are incorporated herein by reference to this Registration Statement.

Annual Report on Form 10-K for the year ended December 31, 2001;

Quarterly report on Form 10-Q for the quarters ended March 31, 2002; June 30, 2002 and September 30, 2002; and

The description of the Company's Common Shares contained in Item 1 of the Company's registration statement on Form 8-A filed with the Commission on October 19, 1995.

All other reports filed by the company pursuant to Sections 13(a) or 15(d) of the Exchange Act since the end of such fiscal year are also incorporated by reference. In addition, all documents filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of the filing of such reports and documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is incorporated or deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

| Exhibit Number | Description of Document |
|-----------------------|---|
| 4 | The Andersons, Inc. Amended and Restated Long-Term Performance Compensation Plan dated December 14, 2001 (incorporated by reference from Appendix A to the Proxy Statement for the Annual Meeting of Shareholders held on April 25, 2002) |
| 5.1 | Opinion of Beverly J. McBride with respect to the legality of certain shares of the Common Stock being registered |
| 23.1 | Consent of Independent Accountants |
| 23.2 | Consent of Beverly J. McBride (included in opinion filed as Exhibit 5.1) |
| 24.1 | Power of Attorney |

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act, 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 City of Maumee, State of Ohio, on December 11, 2002.

THE ANDERSONS, INC

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and as of the date indicated.

| Signature | Title | Date |
|---|---|----------|
| <u>/s/Richard P. Anderson*</u> Richard P. Anderson | Chairman of the Board, Director | 12/11/02 |
| <u>/s/Michael J. Anderson</u> Michael J. Anderson | Chief Executive Officer, President, Director (Principal Executive Officer) | 12/11/02 |
| <u>/s/Thomas H. Anderson*</u> Thomas H. Anderson | Chairman Emeritus, Director | 12/11/02 |
| <u>/s/Gary L. Smith*</u> Gary L. Smith | Vice President, Finance and Treasurer (Principal Financial Officer) | 12/11/02 |
| <u>/s/Richard R. George*</u> Richard R. George | Vice President, Controller and CIO (Principal Accounting Officer) | 12/11/02 |
| <u>/s/Donald E. Anderson*</u> Donald E. Anderson | Director | 12/11/02 |
| <u>/s/Richard M. Anderson*</u> Richard M. Anderson | Director | 12/11/02 |

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| | | |
|---|----------|----------|
| <u>/s/John F. Barrett*</u> | Director | 12/11/02 |
| John F. Barrett | | |
| <u>/s/Paul M. Kraus*</u> | Director | 12/11/02 |
| Paul M. Kraus | | |
| <u>/s/Donald L. Mennel*</u> | Director | 12/11/02 |
| Donald L. Mennel | | |
| <u>/s/David L. Nichols*</u> | Director | 12/11/02 |
| David L. Nichols | | |
| <u>/s/Sidney A. Ribeau*</u> | Director | 12/11/02 |
| Dr. Sidney A. Ribeau | | |
| <u>/s/Charles A. Sullivan*</u> | Director | 12/11/02 |
| Charles A. Sullivan | | |
| <u>/s/Jacqueline F. Woods*</u> | Director | 12/11/02 |
| Jacqueline F. Woods | | |
| * By /s/Michael J. Anderson Attorney-in-fact | | 12/11/02 |