

LAYNE CHRISTENSEN CO
Form S-8
May 02, 2014

As filed with the Securities and Exchange Commission on May 2, 2014

Registration No. 333-

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

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

LAYNE CHRISTENSEN COMPANY
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

1800 Hughes Landing Blvd., Ste. 700

48-0920712
(I.R.S. Employer

Identification No.)

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The Woodlands, Texas 77380

(Address of Principal Executive Offices) (Zip Code)

LAYNE CHRISTENSEN COMPANY

2006 EQUITY INCENTIVE PLAN

(as amended and restated)

(Full title of the plan)

Steven F. Crooke, Layne Christensen Company

1800 Hughes Landing Blvd., Ste. 700

The Woodlands, Texas 77380

(Name and address of agent for service)

(281) 475-2600

(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum Offering price per share (1)	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, par value \$.01 per share	3,000,000	\$ 17.18(2)	\$ 51,540,000	\$ 6,639

- (1) The provisions of Rule 416 shall apply to this Registration Statement and the number of shares registered on this Registration Statement automatically shall increase or decrease as a result of stock splits, stock dividends or similar transactions.
- (2) Pursuant to Rule 457(h) of the Securities Act of 1933, and solely for the purposes of calculating the amount of the registration fee, the proposed maximum offering price per share and proposed maximum aggregate offering price is based on the average of the high and low prices of a share of Common Stock of Layne Christensen Company reported for trading on the Nasdaq Global Select Market on May 1, 2014.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is filed pursuant to General Instruction E by Layne Christensen Company (the Company or the Registrant), to register an additional 3,000,000 shares of the Registrant's common stock, par value \$0.01 per share (the Common Stock), which are available for issuance under the Layne Christensen Company 2006 Equity Incentive Plan (as amended and restated) (the Plan).

The Registrant currently has an effective registration statement filed on Form S-8 relating to the Plan (File No. 333-159909, filed June 11, 2009), which registration statement is hereby incorporated by reference, including all documents incorporated by reference or deemed incorporated by reference thereto.

PART II

INFORMATION REQUIRED IN THE

REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents filed or to be filed (other than the portions of those documents furnished or otherwise not deemed to be filed) by the Registrant with the Securities and Exchange Commission (the Commission) and are incorporated into this Registration Statement by reference, as of their respective dates:

- (a) The Registrant's Annual Report on Form 10-K for the year ended January 31, 2014, filed May 1, 2014, and any amendments thereto (including, if applicable, information specifically incorporated by reference into the Registrant's Form 10-K from the Registrant's definitive proxy statement and annual report to stockholders);
- (b) The description of the Common Stock contained in the Registrant's Registration Statement on Form 8-A (File No. 0-20578) and any amendment or report filed for the purpose of updating such description; and
- (c) All documents filed (other than the portions of those documents furnished or otherwise not deemed to be filed) by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, after the date hereof and prior to the termination of the Plan or the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents.

Any statements 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 or is 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 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

The validity of the shares of the Company's Common Stock has been passed upon by Steven F. Crooke, Senior Vice President and General Counsel of the Company. As of April 30, 2014, Mr. Crooke owned 11,678 shares of the Company's Common Stock, 7,820 of which will only vest if the Company achieves certain performance criteria, had been granted options with respect to 121,513 shares of the Company's Common Stock, 101,391 of which were currently exercisable, and had been granted 1,718 Restricted Stock Units, all of which are subject to time-based vesting, and 6,733 Performance Shares, all of which will only vest if the Company achieves certain performance criteria.

ITEM 8. EXHIBITS

A list of the exhibits included as part of this Registration Statement is set forth in the Exhibit Index, which immediately precedes such exhibits and is incorporated herein by reference.

SIGNATURES AND POWER OF ATTORNEY

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 City of The Woodlands, State of Texas, on May 2, 2014.

LAYNE CHRISTENSEN COMPANY

By */s/ Rene J. Robichaud*
Rene J. Robichaud
President and Chief Executive Officer

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby severally constitutes and appoints each of the Registrant's Chief Executive Officer and General Counsel (currently Rene Robichaud and Steven F. Crooke, respectively) as such person's true and lawful attorney-in-fact and agent, each acting alone, with full power of substitution and resubstitution, for and in such person's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and all documents relating thereto, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto such attorneys-in-fact and agents, each acting alone, full power and authority to do and perform each and every act and thing necessary or advisable to be done in and about the premises, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that such attorneys-in-fact and agents, each acting alone, or such person's substitute or substitutes, lawfully may do or cause to be done by virtue hereof.

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

Signature	Title	Date
<i>/s/ Rene J. Robichaud</i> Rene J. Robichaud	President, Chief Executive Officer and Director (Principal Executive Officer)	May 1, 2014
<i>/s/ James R. Easter</i> James R. Easter	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	May 1, 2014
<i>/s/ Martha R. Vance</i> Martha R. Vance	Vice President & Chief Accounting Officer (Principal Accounting Officer)	May 1, 2014
David A. B. Brown	Chairman of the Board of Directors	May 1, 2014
<i>/s/ J. Samuel Butler</i> J. Samuel Butler	Director	May 1, 2014
<i>/s/ Robert Gilmore</i> Robert Gilmore	Director	May 1, 2014
Anthony B. Helfet	Director	May 1, 2014
Nelson Obus	Director	May 1, 2014
<i>/s/ John T. Nesser III</i>	Director	May 1, 2014

John T. Nesser III

INDEX TO EXHIBITS

EXHIBIT

NUMBER

EXHIBIT

4.1	Amended and Restated Bylaws of the Company (effective as of April 15, 2014) (incorporated by reference to Exhibit 3.1 to the Company Form 8-K filed April 16, 2014)
10.1	Form of Performance Shares Agreement between the Company and Management for the Company for use with the Layne Christensen Company 2006 Equity Incentive Plan (incorporated by reference to Exhibit 10.1 to the Company Form 10-Q for the period ended April 30, 2013, filed June 10, 2013)
5.1	Opinion of Steven F. Crooke, Senior Vice President and General Counsel, for the Company, with respect to the legality of the Company's Common Stock registered hereby
23.1	Consent of Deloitte & Touche LLP
23.2	Consent of Steven F. Crooke (contained in the Opinion of Counsel filed as Exhibit 5.1)
24.1	Power of Attorney (included on the signature page hereto).
99.1	Layne Christensen Company 2006 Equity Incentive Plan (as amended and restated) (incorporated by reference to Appendix A of the Company's Definitive Proxy Statement filed with the Commission on May 11, 2012)