

HUBBELL INC  
Form S-4/A  
November 16, 2015  
Table of Contents

As filed with the Securities and Exchange Commission on November 16, 2015

Registration No. 333-206898

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

Amendment No. 2  
to  
FORM S-4  
REGISTRATION STATEMENT  
*UNDER*  
*THE SECURITIES ACT OF 1933*

HUBBELL INCORPORATED  
(Exact name of registrant as specified in its charter)

<b>Connecticut</b> <b>(State or other jurisdiction of</b>	<b>3640</b> <b>(Primary Standard Industrial</b>	<b>06-0397030</b> <b>(I.R.S. Employer</b>
<b>incorporation or organization)</b>	<b>Classification Code Number)</b>	<b>Identification Number)</b>

**40 Waterview Drive**

**Shelton, CT 06484**

**(475) 882-4000**

**(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)**

**An-Ping Hsieh, Esq.**

**Vice President, General Counsel**

**Hubbell Incorporated**

**40 Waterview Drive**

**Shelton, CT 06484**

**(475) 882-4000**

**(Name, address, including zip code, and telephone number, including area code, of agent for service)**

*Copies to:*

**Joshua R. Cammaker, Esq.**

**Wachtell, Lipton, Rosen & Katz**

**51 West 52nd Street**

**New York, NY 10019**

**(212) 403-1000**

**Approximate date of commencement of the proposed sale of the securities to the public:** As soon as practicable after this registration statement becomes effective and upon completion of the transaction described in the enclosed document.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, as amended, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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 (check one):

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

**The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until this Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.**

**Table of Contents**

**Information contained herein is subject to completion or amendment. A registration statement relating to these securities has been filed with the Securities and Exchange Commission. These securities may not be sold nor may offers to buy be accepted prior to the time the registration statement becomes effective. This document shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale is not permitted.**

**PRELIMINARY SUBJECT TO COMPLETION DATED NOVEMBER 16, 2015**

**RECLASSIFICATION PROPOSED YOUR VOTE IS VERY IMPORTANT**

Dear Fellow Shareholder:

On August 24, 2015, Hubbell Incorporated announced a proposed reclassification of the Company's common stock. Under the terms of the proposed reclassification, holders of Class A Common Stock will receive a cash payment of \$28.00 for each share of Class A Common Stock held, and each share of Class A Common Stock and each share of Class B Common Stock will be reclassified into one share of Common Stock of the Company. Shares of the reclassified Common Stock will be entitled to one vote per share on all matters brought to the Company's shareholders. The Reclassification will reduce the aggregate voting power of the Louie E. Roche Trust and the Harvey Hubbell Trust from approximately 36% to approximately 6%. The trustee of the Trusts has entered into a definitive agreement and an irrevocable proxy with the Company in support of the Reclassification.

In connection with the Reclassification, the Board of Directors also authorized the repurchase of an additional \$250 million of common stock, bringing the Company's overall share repurchase authorization to approximately \$400 million as of the date of this document.

As I noted the day we announced the Reclassification, the Board of Directors believes the Reclassification is in the best interests of the Company and all Hubbell shareholders. The proposed reclassification will align voting rights with the economic interests of our shareholders. In addition, the Company's simplified capital structure will provide a solid foundation as we continue to execute our One Hubbell Strategy, operate with discipline and pursue strategic growth initiatives to drive shareholder value.

We need your vote to approve the proposals described in this proxy statement/prospectus relating to the Reclassification and the adjournment of any meeting if needed. The Board of Directors recommends that you vote **FOR** these proposals. We strongly encourage you to vote your shares promptly by Internet, by telephone or by completing and returning a signed proxy card.

On behalf of the Board of Directors, we look forward to the successful completion of the Reclassification.

Sincerely,

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities into which the Class A Common Stock and the Class B Common Stock will be reclassified under this proxy statement/prospectus or determined that this proxy statement/prospectus is accurate or complete. Any representation to the contrary is a criminal offense.**

**The actions contemplated in this proxy statement/prospectus involve risks. See Risk Factors beginning on page 61.**

This proxy statement/prospectus is dated [ ], 2015, and is first being mailed to shareholders on or about [ ], 2015.

Table of Contents

**HUBBELL INCORPORATED**

**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS**

**TO BE HELD ON [ ], 2015**

To the shareholders of Hubbell Incorporated:

A special meeting of the shareholders of Hubbell Incorporated will be held at [ ] at [ ], local time, on [ ], 2015. Our shareholders are being asked to consider and vote on the proposals listed below and any other matters that may properly come before the special meeting or any adjournment or postponement of the special meeting:

1. the proposal (the **Reclassification Proposal**) to amend and restate our restated certificate of incorporation in the form attached to this proxy statement/prospectus as Annex A (the **Reclassification Amendments**), which amendments would effect the Reclassification (as defined below); and
2. the proposal (the **Adjournment Proposal**) to adjourn the special meeting to a later date or dates, if necessary or appropriate, to solicit additional proxies if there is a lack of a quorum in any voting group or there are insufficient votes to approve the Reclassification Proposal at the time of the special meeting.

Approval of the Reclassification Proposal by the Company's shareholders is required to approve the Reclassification Amendments and consummate the Reclassification. Approval of the Adjournment Proposal is not required to consummate the Reclassification.

By virtue of the effectiveness of the filing of the Reclassification Amendments with the Connecticut Secretary of the State (the time of such effectiveness, the **Effective Time**) (i) each holder of Class A common stock, par value \$0.01 per share (**Class A Common Stock**), as of immediately prior to the Effective Time will become entitled to receive cash in the amount of \$28.00 (the **Class A Cash Consideration**) for each share of Class A Common Stock held, and (ii) each share of Class A Common Stock issued and outstanding immediately prior to the Effective Time and each share of Class B common stock, par value \$0.01 per share (**Class B Common Stock**), issued and outstanding immediately prior to the Effective Time will be reclassified into one share of common stock of the Company, par value \$0.01 per share (the **Common Stock**), having one vote upon all matters brought before a meeting of the Company's shareholders (the **Reclassification**). Thereafter, each share of Class A Common Stock and Class B Common Stock outstanding immediately prior to the Effective Time will continue in existence as a share of Common Stock which, immediately following the Effective Time, will be the sole class of the Company's common stock issued and outstanding. In evaluating the Reclassification, the board of directors of the Company (the **Board of Directors**) received opinions from its financial advisors, Morgan Stanley & Co. LLC and Centerview Partners LLC.

Approval of the Reclassification Proposal requires (i) the vote of the holders of the Class A Common Stock, voting as a separate voting group, (ii) the vote of the holders of the Class B Common Stock, voting as a separate voting group, and (iii) the vote of the holders of the Class A Common Stock and the holders of the Class B Common Stock, voting together as a single voting group, in each case, in which the votes cast by such holders in favor of the Reclassification Amendments exceed the votes cast by such holders against the Reclassification Amendments. Approval of the Adjournment Proposal will require the vote of the holders of the Class A Common Stock and the holders of the Class B Common Stock, voting together as a single voting group, in which the votes cast by such holders in favor of the Adjournment Proposal exceed the votes cast by such holders against the Adjournment Proposal. Under the current

terms of our restated certificate of incorporation, each holder of Class A Common Stock is entitled to twenty votes per share and each holder of Class B Common Stock is entitled to one vote per share.

The Board of Directors of the Company has adopted the Reclassification Amendments and has approved the Reclassification and the transactions contemplated thereby and recommends that you vote **FOR** the Reclassification Proposal and **FOR** the Adjournment Proposal. Only shareholders of record at the close of business on [ ], 2015, are entitled to notice of and to vote at the special meeting.

**Table of Contents**

You may vote your shares over the Internet at [www.proxyvote.com](http://www.proxyvote.com), by calling toll-free [ ], by completing and mailing the enclosed proxy card, or in person at the special meeting. We request that you vote in advance whether or not you plan to attend the special meeting. You may revoke your proxy at any time prior to the vote at the special meeting by notifying us in writing, voting your shares in person at the meeting, revoting through the website or telephone numbers listed above, or returning a later-dated proxy card.

By the Board of Directors,

Sincerely,

An-Ping Hsieh

Vice President, General Counsel

[ ], 2015



**Table of Contents**

**ADDITIONAL INFORMATION**

This proxy statement/prospectus incorporates important business and financial information about Hubbell Incorporated, a Connecticut corporation (the Company), from other documents that are not included in or delivered with this proxy statement/prospectus. This information is available to you without charge upon your request. You can obtain the documents incorporated by reference into this proxy statement/prospectus by requesting them in writing or by telephone from the Company at the following addresses and telephone numbers:

**Hubbell Incorporated**

40 Waterview Drive

Shelton, CT 06484

Attn: Investor Relations

Telephone: (475) 882-4000

or

**The firm assisting the Company with the solicitation of proxies:**

**MacKenzie Partners, Inc.**

105 Madison Avenue

New York, New York 10016

Shareholders Call Toll-Free: 800-322-2885

Bankers and Brokers Call Collect: 212-929-5500

Email: [hubbell@mackenziepartners.com](mailto:hubbell@mackenziepartners.com)

Investors may also consult the Company's website ([www.hubbell.com](http://www.hubbell.com)) for more information concerning the Reclassification described in this proxy statement/prospectus. Information included on our website is not incorporated by reference into, and does not constitute part of, this proxy statement/prospectus.

**If you would like to request documents, please do so by [ ], 2015 in order to receive them before the special meeting.**

For more information, see Where You Can Find More Information.

**ABOUT THIS DOCUMENT**

This document, which forms part of a registration statement on Form S-4 filed with the Securities and Exchange Commission (the SEC) by the Company (File No. 333-206898), constitutes a prospectus of the Company under Section 5 of the Securities Act of 1933, as amended (the Securities Act), with respect to the common stock of the

Company into which the shares of the Company's Class A Common Stock and Class B Common Stock will be reclassified if the Reclassification is approved. This document also constitutes a proxy statement of the Company under Section 14(a) of the Securities Exchange Act of 1934, as amended (the Exchange Act) with respect to the special meeting of the Company's shareholders, at which such shareholders will be asked to vote upon a proposal to approve the Reclassification Amendments (as defined in this proxy statement/prospectus).

You should rely only on the information contained in, or incorporated by reference into, this proxy statement/prospectus. No one has been authorized to provide you with information that is different from that contained in, or incorporated by reference into, this proxy statement/prospectus. This proxy statement/prospectus is dated [ ], 2015. You should not assume that the information contained in, or incorporated by reference into, this proxy statement/prospectus is accurate as of any date other than the date on the front cover of those documents. Neither the mailing of this proxy statement/prospectus to the Company's shareholders nor the reclassification of the Company's Class A Common Stock and Class B Common Stock into Common Stock will create any implication to the contrary.

**Table of Contents**

This proxy statement/prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, any securities, or the solicitation of a proxy, in any jurisdiction in which or from any person to whom it is unlawful to make any such offer or solicitation in such jurisdiction. Information contained in this proxy statement/prospectus regarding the Bessemer Trust Company, N.A. in its capacity as the trustee of the Louie E. Roche Trust and the Harvey Hubbell Trust (collectively, the Trusts ) and the Trusts, has been provided by Bessemer Trust Company, N.A. (acting in its capacity as the trustee of the Trusts, the Trustee ).

**Table of Contents****CURRENT TABLE OF CONTENTS**

	<b>Page</b>
<u>QUESTIONS AND ANSWERS</u>	1
<u>SUMMARY</u>	7
<u>The Company</u>	7
<u>The Reclassification</u>	7
<u>Material U.S. Federal Income Tax Consequences</u>	12
<u>The Special Meeting</u>	13
<u>Risk Factors</u>	13
<u>SPECIAL FACTORS</u>	14
<u>The Company</u>	14
<u>Structure of the Reclassification</u>	14
<u>Stock Repurchase Authorization</u>	14
<u>Amendments to the Restated Certificate of Incorporation</u>	14
<u>Background of the Reclassification</u>	15
<u>Reasons for the Reclassification; Fairness of the Reclassification</u>	21
<u>Opinion of Morgan Stanley &amp; Co. LLC</u>	24
<u>Opinion of Centerview Partners LLC</u>	36
<u>Certain Unaudited Projected Financial Information</u>	47
<u>Recommendation of the Board of Directors</u>	49
<u>Conditions to the Company's Obligation to Consummate the Reclassification</u>	49
<u>Certain Effects of the Reclassification</u>	49
<u>No Appraisal Rights</u>	51
<u>Interests of Certain Persons in the Reclassification</u>	51
<u>Regulatory Matters</u>	51
<u>Legal Proceedings</u>	52
<u>Source of Funds; Expenses and Fees</u>	52
<u>Other Considerations</u>	53
<u>SELECTED HISTORICAL FINANCIAL DATA</u>	54
<u>Ratio of Earnings to Fixed Charges</u>	55
<u>Book Value per Share</u>	55
<u>UNAUDITED PRO FORMA CONDENSED CONSOLIDATED FINANCIAL INFORMATION</u>	56
<u>Unaudited Pro Forma Condensed Consolidated Statement of Income</u>	56
<u>Unaudited Pro Forma Condensed Consolidated Balance Sheet</u>	58
<u>MARKET PRICES AND DIVIDEND DATA</u>	60
<u>RISK FACTORS</u>	61
<u>CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS</u>	64
<u>THE SPECIAL MEETING</u>	66
<u>Date, Time and Place</u>	66
<u>Purpose of the Special Meeting</u>	66
<u>Recommendations of the Board of Directors</u>	66
<u>Record Date; Stock Entitled to Vote</u>	66
<u>Quorum</u>	66
<u>Required Vote</u>	67
<u>Voting by the Company's Directors and Executive Officers</u>	67

<u>Abstentions and Broker Non-Votes</u>	67
<u>How to Vote</u>	67
<u>Solicitation of Proxies</u>	68
<u>Transmittal Procedures</u>	68
<u>THE RECLASSIFICATION AGREEMENT</u>	70
<u>Structure of the Reclassification</u>	70
<u>Obligations of the Company and the Trustee under the Reclassification Agreement</u>	70

**Table of Contents**

	<b>Page</b>
<u>Trustee Non-Solicitation</u>	71
<u>Trusts Standstill</u>	71
<u>Termination</u>	72
<u>Reasonable Best Efforts to Hold Shareholder Vote</u>	73
<u>Change in Board Recommendation</u>	73
<u>Representations and Warranties</u>	74
<u>Payments and Expenses</u>	75
<u>Amendments, Extensions and Waivers</u>	75
<u>The Irrevocable Proxy</u>	75
<u>VOTING RIGHTS AND SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT</u>	76
<u>THE ADJOURNMENT PROPOSAL</u>	78
<u>DESCRIPTION OF CAPITAL STOCK AFTER THE RECLASSIFICATION</u>	79
<u>Common Stock</u>	79
<u>Preferred Stock</u>	79
<u>Anti-Takeover Provisions</u>	80
<u>COMPARISON OF SHAREHOLDER RIGHTS</u>	81
<u>MATERIAL U.S. FEDERAL INCOME TAX CONSEQUENCES</u>	82
<u>U.S. Federal Income Tax Consequences of the Reclassification to U.S. Holders</u>	83
<u>U.S. Federal Income Tax Consequences of the Reclassification to Non-U.S. Holders</u>	85
<u>Information Reporting and Backup Withholding</u>	85
<u>LEGAL MATTERS</u>	87
<u>EXPERTS</u>	87
<u>OTHER MATTERS</u>	87
<u>WHERE YOU CAN FIND MORE INFORMATION</u>	87
 ANNEXES	
<u>Annex A Proposed Amended and Restated Certificate of Incorporation of Hubbell Incorporated</u>	A-1
<u>Annex B Reclassification Agreement</u>	B-1
<u>Annex C Irrevocable Proxy</u>	C-1
<u>Annex D Fairness Opinion of Morgan Stanley &amp; Co. LLC</u>	D-1
<u>Annex E Fairness Opinion of Centerview Partners LLC</u>	E-1

**Table of Contents**

**QUESTIONS AND ANSWERS**

The following are answers to some questions that you, as a shareholder, may have regarding the Reclassification Proposal and the other matter being considered at the special meeting. The Company urges you to read carefully the remainder of this proxy statement/prospectus because the information in this section does not provide all the information that might be important to you with respect to the Reclassification (as defined below) and the other matters being considered at the special meeting. Additional important information is also contained in the Annexes to, and the documents incorporated by reference into, this proxy statement/prospectus. For your convenience, these questions and answers have been divided into questions and answers regarding the proposals and questions and answers regarding the special meeting and voting. Unless the context requires otherwise, references to a share or shares without specification refer to shares of either or both of Class A Common Stock and Class B Common Stock and references to a shareholder or shareholders refer to the holders of shares of either or both of Class A Common Stock and Class B Common Stock.

***Questions and Answers Regarding the Proposals***

**Q: Why am I receiving this proxy statement/prospectus?**

A: You are receiving this proxy statement/prospectus because you are a shareholder of the Company. This proxy statement/prospectus is being sent to shareholders of the Company so they may consider and approve (i) the amendment and restatement of the Company's restated certificate of incorporation in the form attached to this proxy statement/prospectus as Annex A in order to reclassify all of the issued and outstanding shares of the Company's common stock, thereby eliminating the current dual-class stock structure and (ii) the related proposal regarding adjournment or postponement of the special meeting.

At the effective time of the Reclassification, (i) each holder of Class A Common Stock as of immediately prior to the Effective Time will become entitled to receive cash in the amount of \$28.00 (the Class A Cash Consideration) for each share of Class A Common Stock held, and (ii) each share of Class A Common Stock issued and outstanding immediately prior to the Effective Time and each share of Class B Common Stock issued and outstanding immediately prior to the Effective Time will be reclassified into one share of Common Stock, having one vote upon all matters brought before a meeting of the Company's shareholders. Thereafter, each share of Class A Common Stock and Class B Common Stock outstanding immediately prior to the Effective Time will continue in existence as a share of Common Stock which, immediately following the Reclassification, will be the sole class of the Company's common stock issued and outstanding.

The Company will hold a special meeting to obtain the approval of its shareholders. This proxy statement/prospectus contains important information about the Reclassification and the special meeting, and you should read it carefully. The enclosed proxy materials allow you to vote your shares without attending the special meeting.

Your vote is important. We encourage you to vote as soon as possible.

**Q: What am I being asked to vote on?**

A: Shareholders are being asked to vote on the following proposals:

***The Reclassification Proposal:*** the proposal to amend and restate our restated certificate of incorporation in the form attached to this proxy statement/prospectus as Annex A (the **Reclassification Amendments** ), which amendments would effect the Reclassification; and

***Adjournment Proposal:*** the proposal to adjourn the special meeting to a later date or dates, if necessary or appropriate, to solicit additional proxies if there is a lack of a quorum in any voting group or there are insufficient votes to approve the Reclassification Proposal at the time of the special meeting.



**Table of Contents**

**Q: How does the Board of Directors recommend that I vote?**

A: The Board of Directors recommends that shareholders vote **FOR** the Reclassification Proposal and **FOR** the Adjournment Proposal.

**Q: I hold shares of Class A Common Stock. What will happen to my shares of Class A Common Stock in the Reclassification?**

A: At the Effective Time:

each holder of Class A Common Stock as of immediately prior to the Effective Time will become entitled to receive cash in the amount of \$28.00 for each share of Class A Common Stock held immediately prior to the Effective Time; and

each share of Class A Common Stock issued and outstanding immediately prior to the Effective Time will be reclassified into one share of Common Stock, having one vote upon all matters brought before a meeting of the Company's shareholders.

Thereafter, each share of Class A Common Stock outstanding immediately prior to the Effective Time will continue in existence as a share of Common Stock which, immediately following the Effective Time, will be the sole class of the Company's common stock issued and outstanding.

**Q: I hold shares of Class B Common Stock. What will happen to my shares of Class B Common Stock in the Reclassification?**

A: At the Effective Time, each share of Class B Common Stock issued and outstanding immediately prior thereto will be reclassified into one share of Common Stock, having one vote upon all matters brought before a meeting of the Company's shareholders.

Thereafter, each share of Class B Common Stock outstanding immediately prior to the Effective Time will continue in existence as a share of Common Stock which, immediately following the Effective Time, will be the sole class of the Company's common stock issued and outstanding.

**Q: When do you expect the Reclassification to be completed?**

A: If the Reclassification Proposal is approved by the shareholders at the special meeting, the Company expects to complete the Reclassification promptly thereafter, by filing the amended and restated certificate of incorporation with the Secretary of the State of Connecticut. A form of the amended and restated certificate of incorporation of the Company containing the Reclassification Amendments is attached as Annex A hereto. As of

the date of this proxy statement/prospectus, the Company expects to complete the Reclassification during the fourth quarter of 2015 or the first quarter of 2016.

**Q: What happens if the Reclassification is not completed?**

A: If the Reclassification Proposal is not approved by the Company's shareholders or if the Reclassification is not completed for any other reason, your shares of Class A Common Stock and/or Class B Common Stock will remain outstanding and holders of Class A Common Stock will not become entitled to receive the Class A Cash Consideration. The Company will continue to have two classes of common stock issued and outstanding, and the Company's common stock will continue to be listed and traded on the New York Stock Exchange (the NYSE). Certain provisions of the Reclassification Agreement may also remain in effect even if the Reclassification is not consummated. Under specified circumstances, even if the Reclassification Agreement is terminated and the Reclassification does not occur, the Company may be required to reimburse the Trustee for certain documented out-of-pocket expenses incurred in connection with the Reclassification Agreement, as

**Table of Contents**

described under The Reclassification Agreement Payments and Expenses. Additionally, the termination of the Reclassification Agreement under certain specified circumstances will result in the Trustee remaining bound by the standstill restrictions for a period of time after such termination, as described under The Reclassification Agreement Termination .

**Q: What vote is required to approve each proposal?**

A: Because the Reclassification will be effected via amendment and restatement of the Company's restated certificate of incorporation, approval of the Reclassification Proposal will require (i) the vote of the holders of the Class A Common Stock, voting as a separate voting group, (ii) the vote of the holders of the Class B Common Stock, voting as a separate voting group, and (iii) the vote of the holders of the Class A Common Stock and the holders of the Class B Common Stock, voting together as a single voting group, in each case, in which the votes cast by such holders in favor of the Reclassification Proposal exceed the votes cast by such holders against the Reclassification Proposal.

For each voting group specified in the preceding paragraph, a majority of the votes entitled to be cast must be present in order to constitute a quorum.

Approval of the proposal to adjourn the special meeting to a later date or dates, if necessary or appropriate, to solicit additional proxies if there is a lack of a quorum in any voting group or there are insufficient votes to approve the Reclassification Proposal at the time of the special meeting requires the vote of the holders of the Class A Common Stock and the holders of the Class B Common Stock, voting together as a single voting group, in which the votes cast by such holders in favor of the Adjournment Proposal exceed the votes cast by such holders against the proposal. There is no quorum requirement to approve the Adjournment Proposal.

Each holder of Class A Common Stock is entitled to twenty votes per share and each holder of Class B Common Stock is entitled to one vote per share. The Trustee has agreed to vote all of the Trust's shares of Class A Common Stock (the Trust Shares ) in favor of the Reclassification Proposal and the Adjournment Proposal.

**Q: What happens if I sell my shares before the special meeting?**

A: The record date for shareholders entitled to vote at the special meeting is [ ], 2015, which is earlier than the date of the special meeting. If you sell or otherwise transfer your shares after the record date but before the special meeting, unless special arrangements (such as provision of a proxy) are made between you and the person to whom you transfer your shares and each of you notifies the Secretary of the Company in writing of such special arrangements, you will retain your right to vote such shares at the special meeting but will otherwise have transferred ownership of your shares.

**Q: What happens if I sell or otherwise transfer my shares before the completion of the Reclassification?**

A:

If you sell your shares of Class A Common Stock and/or Class B Common Stock prior to the Effective Time, you will own no shares of Class A Common Stock and/or Class B Common Stock to be reclassified into shares of Common Stock. Additionally, shareholders who sell Class A Common Stock prior to the Effective Time will not become entitled to receive the Class A Cash Consideration.

**Q: Am I entitled to appraisal rights instead of having my shares reclassified into Common Stock and/or receiving the Class A Cash Consideration?**

A: No. Holders of shares of Class A Common Stock and Class B Common Stock are not entitled to appraisal rights under Connecticut law in connection with the Reclassification Proposal, the Reclassification Amendments, the Reclassification or the Class A Cash Consideration. See Special Factors No Appraisal Rights.

**Table of Contents**

**Q: Do any of our directors or executive officers have interests in the Reclassification that differ from or are in addition to my interests as a shareholder?**

A: In considering the recommendations of the Board of Directors, you should be aware that our directors and executive officers hold shares of Class A Common Stock and/or shares of Class B Common Stock. See Special Factors Interests of Certain Persons in the Reclassification and Voting Rights and Security Ownership of Certain Beneficial Owners and Management. The Board of Directors was aware of and considered those interests, including the interests described in this proxy statement/prospectus, among other matters, in evaluating, negotiating, and approving the Reclassification Agreement and the Reclassification, and in recommending that the Reclassification Proposal be approved by our shareholders.

***Questions and Answers Regarding the Special Meeting and Voting***

**Q: When and where will the special meeting be held?**

A: The special meeting will be held at [ ], on [ ] 2015, at [ ], local time. Directions to attend the special meeting where you may vote in person can be found on our website, www.hubbell.com, in the Investor Info section. The content of the Company's website is not incorporated by reference into, or considered to be a part of, this proxy statement/prospectus.

**Q: How do I vote?**

A: Whether or not you plan to attend the special meeting, you may vote your shares by proxy to ensure your shares are represented at the meeting. You may vote using any of the following methods:

By Internet: Go to [www.proxyvote.com](http://www.proxyvote.com). Have your proxy card in hand when you go to the website.

By Mail: Complete, sign and return your proxy card in the prepaid envelope.

In Person: Shareholders who attend the special meeting may request a ballot and vote in person. If your shares are held in street name, you must obtain a legal proxy from your broker, bank or record holder and present it to the inspectors of election with your ballot to be able to vote at the meeting.

By Phone: [ ]. Have your proxy card in hand when you call and then follow the instructions.

**Q: How many votes do I have?**

A: Each holder of Class A Common Stock is entitled to twenty votes per share on all matters brought before the shareholders. Each holder of Class B Common Stock is entitled to one vote per share on all matters brought before the shareholders. As of the close of business on [ ], 2015, the record date for the special meeting of the Company's shareholders, there were [ ] outstanding shares of Class A Common Stock and [ ] outstanding shares of Class B Common Stock.

**Q: What will happen if I fail to vote or I abstain from voting?**

A: You are strongly encouraged to vote. Your failure to vote, or failure to instruct your broker, bank or nominee to vote, or your abstention from voting, will not be counted as votes for or against the Reclassification Proposal or the Adjournment Proposal.

**Q: What is the difference between holding shares as a shareholder of record and as a beneficial owner?**

A: If your shares are registered directly in your name, you are considered the shareholder of record with respect to those shares, and you can attend the meeting and vote in person. You can also vote your shares by proxy without attending the meeting in any of the ways specified in [The Special Meeting How to Vote](#).

**Table of Contents**

If your shares are held by a brokerage firm, trustee, bank, other financial intermediary or nominee, referred to as an intermediary, you are considered the beneficial owner of shares held in street name, and the intermediary is considered the shareholder of record with respect to these shares.

**Q: If my shares are held in street name by my broker, bank or nominee, will my broker, bank or nominee vote my shares for me?**

A: If your shares are held in street name (that is, through a broker, trustee or other holder of record), you will receive a voting instruction card or other information from your broker or other holder of record seeking instruction from you as to how your shares should be voted, and, to vote your shares, you must provide your broker, trustee or other holder of record with instructions on how to vote them. Please follow the voting instructions provided by your broker, trustee or other holder of record. Please note that you may not vote shares held in street name by returning a proxy card directly to the Company or by voting in person at the special meeting unless you provide a legal proxy, which you must obtain from your broker, trustee or other holder of record. Further, brokers, trustees or other holders of record who hold shares of Class A Common Stock and/or Class B Common Stock on your behalf may not give a proxy to the Company to vote those shares without specific voting instructions from you. If you do not instruct your broker, bank or nominee on how to vote your shares, they will not be able to vote your shares on the Reclassification Proposal or the Adjournment Proposal, which broker nonvotes will not be counted as votes for or against the Reclassification Proposal or the Adjournment Proposal.

**Q: What will happen if I return my proxy card without indicating how to vote?**

A: If you sign and return your proxy card without indicating how to vote on any particular proposal, the shares of Class A Common Stock and/or Class B Common Stock represented by your proxy will be voted in favor of that proposal.

**Q: Can I change my vote after I have returned a proxy or voting instruction card?**

A: Yes. You may revoke your proxy at any time prior to its use by any of the following methods:

delivering to the Secretary of the Company written instructions revoking your proxy;

delivering an executed proxy bearing a later date than your prior proxy;

if you voted by Internet or telephone, by recording a different vote on the Internet website or by telephone;  
or

voting in person at the special meeting.

If you hold your shares in street name, you must follow the instructions of your broker, bank or other nominee to revoke your voting instructions.

**Q: What do I need to do now?**

A: Carefully read and consider the information contained in and incorporated by reference into this proxy statement/prospectus, including its Annexes.

In order for your shares to be represented at the special meeting:

you can vote through the Internet or by telephone by following the instructions included on your proxy card;

you can indicate on the enclosed proxy card how you would like to vote and return the card in the accompanying pre-addressed postage paid envelope; or

you can attend the special meeting in person.



**Table of Contents**

**Q: Do I need to do anything with my common stock certificates now?**

A: No, you do not need to do anything with your stock certificates at this time. After the Reclassification is completed, if you held certificates representing shares of Class A Common Stock and/or Class B Common Stock prior to the Reclassification, the Company's agent will send you a letter of transmittal and instructions for delivering your stock certificates to the Company. The shares of Common Stock into which the outstanding shares of Class A Common Stock and/or Class B Common Stock will be reclassified will be in book-entry form.

**Q: How will my certificates representing shares of Class A Common Stock or Class B Common Stock or my shares held in uncertificated book-entry form become shares of Common Stock?**

A: When the Reclassification becomes effective:

each stock certificate formerly representing or book-entry in respect of one or more shares of Class A Common Stock will evidence the same number of shares of Common Stock and the right to receive the Class A Cash Consideration; and

each stock certificate formerly representing or book-entry in respect of one or more shares of Class B Common Stock will evidence the same number of shares of Common Stock.

After the Reclassification is completed, if you held certificates representing shares of Class A Common Stock or Class B Common Stock prior to the Reclassification, the Company's agent will send you a letter of transmittal and instructions for delivering your stock certificates to the Company. All holders of certificates that formerly represented shares of Class A Common Stock or shares of Class B Common Stock are asked to complete and return the letter of transmittal when received. Delivery of the Class A Cash Consideration will only be made following receipt of a properly completed letter of transmittal and any other required documents required in the instructions.

See The Special Meeting Transmittal Procedures.

**Q: What if I have lost my stock certificate?**

A: If any certificate representing shares of Class A Common Stock or shares of Class B Common Stock has been lost, stolen, or destroyed, the Company or its transfer agent may, in their sole discretion and as a condition precedent to the registration of the shares of Common Stock into which the shares represented by such certificate have been reclassified (and, in the case of Class A Common Stock, the delivery of the Class A Cash Consideration), require the owner of such lost, stolen or destroyed certificate to provide an appropriate affidavit and deliver a bond. See The Special Meeting Transmittal Procedures Lost Stock Certificates.

**Q: Who will solicit and pay the cost of soliciting proxies?**

A: We have engaged MacKenzie Partners, Inc. to assist in the solicitation of proxies for the special meeting, and we will pay an estimated fee of \$30,000 for their services.

**Q: Who can help answer my questions?**

A: If you have questions about the Reclassification or the other matters to be voted on at the special meeting or desire additional copies of this proxy statement/prospectus or additional proxy cards, you should contact our proxy solicitor:

MacKenzie Partners, Inc.

105 Madison Avenue

New York, New York 10016

Shareholders Call Toll-Free: 800-322-2885

Banks and Brokers Call Collect: 212-929-5500

Email: [hubbell@mackenziepartners.com](mailto:hubbell@mackenziepartners.com)

**Table of Contents**

**SUMMARY**

*This summary highlights information contained elsewhere in this proxy statement/prospectus and may not contain all the information that is important to you. We urge you to read carefully the remainder of this proxy statement/prospectus, including the attached Annexes, and the other documents to which we have referred you because this section does not provide all the information that might be important to you with respect to the Reclassification and the related matters being considered at the special meeting. See also the section entitled *Where You Can Find More Information*. We have included page references to direct you to a more complete description of the topics presented in this summary.*

**The Company (See Page 14)**

Hubbell Incorporated was founded as a proprietorship in 1888, and was incorporated in Connecticut in 1905. The Company is primarily engaged in the design, manufacture and sale of quality electrical and electronic products for a broad range of non-residential and residential construction, industrial and utility applications. Products are either sourced complete, manufactured or assembled by subsidiaries in the United States, Canada, Switzerland, Puerto Rico, Mexico, the People's Republic of China, Italy, the United Kingdom, Brazil and Australia. The Company also participates in joint ventures in Taiwan and Hong Kong, and maintains offices in Singapore, China, India, Mexico, South Korea and countries in the Middle East.

The Company's principal executive offices are located at 40 Waterview Drive Shelton, CT 06484. The telephone number at the Company's principal executive offices is (475) 882-4000.

**The Reclassification (See Page 14)**

The Board of Directors has adopted the Reclassification Amendments, which would reclassify the two existing classes of the Company's common stock, Class A Common Stock and Class B Common Stock, into one class of Common Stock, of which each share will be entitled to one vote per share upon all matters brought before the shareholders. In addition, each holder of Class A Common Stock as of immediately prior to the Effective Time will become entitled to receive cash in the amount of \$28.00 for each share of Class A Common Stock held. A copy of the form of the amended and restated certificate of incorporation containing the Reclassification Amendments is attached hereto as Annex A. For additional information about the Reclassification, see *Special Factors* Structure of the Reclassification.

**Stock Repurchase Authorization (See Page 14)**

In connection with the announcement of the Reclassification, the Board of Directors approved a stock repurchase program that authorized the repurchase of up to \$250 million of Common Stock, bringing the Company's overall share repurchase authorization to approximately \$400 million as of the date of this proxy statement/prospectus. Subject to numerous factors, including market conditions and alternative uses of cash, the Company intends to conduct discretionary repurchases of up to \$250 million of Common Stock following the completion of the Reclassification or if the Reclassification is not consummated for any reason.

**Structure of the Reclassification (See Page 14)**

At the Effective Time, (i) each holder of Class A Common Stock as of immediately prior to the Effective Time will become entitled to receive cash in the amount of \$28.00 for each share of Class A Common Stock held, and (ii) each share of Class A Common Stock issued and outstanding immediately prior to the Effective Time and each share of Class B Common Stock issued and outstanding immediately prior to the Effective Time will be reclassified into one

share of Common Stock having one vote upon all matters brought before a meeting

**Table of Contents**

of the Company's shareholders. Thereafter, each share of Class A Common Stock and Class B Common Stock outstanding immediately prior to the Effective Time will continue in existence as a share of Common Stock which, immediately following the Effective Time, will be the sole class of the Company's common stock issued and outstanding.

Based on the 7,167,506 shares of Class A Common Stock and the 50,629,302 shares of Class B Common Stock issued and outstanding as of November 9, 2015, the issued and outstanding shares of Class A Common Stock represent approximately 12% and 74% of the outstanding economic and voting interest in the Company, respectively, and the issued and outstanding shares of Class B Common Stock represent approximately 88% and 26% of the outstanding economic and voting interest in the Company, respectively. Immediately following the Reclassification, former shares of Class A Common Stock and former shares of Class B Common Stock will be reclassified as Common Stock representing, immediately after the consummation of the Reclassification, approximately 12% and 88% of the outstanding economic and voting interest in the Company, respectively.

***Reasons for the Reclassification; Fairness of the Reclassification (Page 21)***

In reaching its decision to adopt the Reclassification Amendments, approve the Reclassification Agreement and the Reclassification and recommend that the holders of shares of Class A Common Stock and Class B Common Stock vote **FOR** the Reclassification Proposal, the Board of Directors reviewed certain pertinent factors, including the complexity of the Company's dual-class common stock structure, marketplace considerations and other relevant matters. The Board of Directors also consulted with the Company's management (each of whom holds shares of Class B Common Stock, but who do not hold any shares of Class A Common Stock) and with its independent financial and legal advisors in connection with the Reclassification and carefully considered the following material factors, among others:

the benefits of aligning voting rights with economic ownership;

the elimination of negative control held by the Trusts;

the potential for improvement of liquidity and increased trading efficiencies;

the benefits of better alignment with good governance standards;