

Edgar Filing: PENN AMERICA GROUP INC - Form S-8

PENN AMERICA GROUP INC
Form S-8
June 05, 2002

As filed with the Securities and Exchange Commission on June 5, 2002
Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

PENN-AMERICA GROUP, INC.

(Exact Name of Registrant as Specified in Its Charter)

Pennsylvania 23-2180139

(State of Incorporation) (I.R.S. Employer Identification Number)

420 S. York Road
Hatboro, PA 19040
(Address of Principal Executive Offices)

Penn-America Group, Inc.
2002 Stock Incentive Plan
(Full Title of the Plan)

Garland P. Pezzuolo, Vice President,
Secretary and General Counsel
Penn-America Group, Inc.

420 S. York Road
Hatboro, Pennsylvania, 19040
(215) 443-3649
(Name and Address of Agent for Service)

(215) 443-3649

(Telephone Number, including Area Code, of Agent for Service)

(Facing sheet continued)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price
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Common Stock, \$.01 par value, to be issued under the 2002 Stock Incentive Plan (1)	1,050,000 shares	\$9.58 (2)	\$10,059,000
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STATEMENT UNDER GENERAL INSTRUCTION E-REGISTRATION OF ADDITIONAL SECURITIES

This Registration Statement registers additional shares of Registrant's Common Stock to be issued pursuant to the 2002 Stock Incentive Plan (f/k/a 1993 Stock Incentive Plan). Accordingly, the contents of the previous Registration Statement on Form S-8 (File No. 33-82728) (the "Previous Form S-8") filed by the Registrant with the Securities and Exchange Commission ("SEC"), including periodic reports that the Registrant filed after the Previous Form S-8 to maintain current information about the Registrant, are incorporated by reference into this Registration Statement pursuant to the General Instruction E of Form S-8.

Items 1-7, 9. Not required per Instruction E of Form S-8.

Item 8. Exhibits

Exhibit Number	Name
4	Amended and Restated 2002 Stock Incentive Plan (f/k/a 1993 Stock Incentive Plan)
5	Opinion and Consent of Reed Smith LLP
23.1	Consent of Ernst & Young LLP, Independent Auditors
23.2	Consent of Reed Smith LLP is contained in its opinion filed as Exhibit 5 hereto
24	Power of Attorney (included on Page 2 of the Registration Statement).

SIGNATURES AND POWERS OF ATTORNEY

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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Hatboro, Pennsylvania, on June 5, 2002.

PENN-AMERICA GROUP, INC.

By: _____
Garland P. Pezzuolo, Vice President,

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Secretary and General Counsel

Each of the undersigned directors and officers of Penn-America Group, Inc. hereby severally constitutes and appoints Jon S. Saltzman and Garland P. Pezzuolo, and each of them, as attorneys-in-fact for the undersigned, in any and all capacities, with full power of substitution, to sign any amendments to the registration statement filed by Penn-America Group, Inc. pursuant to Rule 462(b) of the Securities Act of 1933, and to file the same with exhibits thereto and other documents in connection therewith with the Securities and Exchange Commission, granting unto said attorneys-in-fact, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could in person, hereby ratifying and confirming all that each said attorney-in-fact, or any of them, may lawfully 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 below by the following persons in the capacities and on the dates indicated.

Signatures	Title
/s/ Jon S. Saltzman ----- Jon S. Saltzman	Chief Executive Officer, President and Director (Principal Executive Officer)
/s/ Irvin Saltzman ----- Irvin Saltzman	Chairman and Director
/s/ Robert A. Lear ----- Robert A. Lear	Director
/s/ E. Anthony Saltzman ----- E. Anthony Saltzman	Director
/s/ Jami Saltzman-Levy ----- Jami Saltzman-Levy	Director
/s/ Charles Ellman ----- Charles Ellman	Director
/s/ M. Moshe Porat ----- M. Moshe Porat	Director
/s/ Martin Sheffield ----- Martin Sheffield	Director
/s/ Paul Simon	Director

Paul Simon

EXHIBIT INDEX

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