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HARTE HANKS INC
Form S-8
June 07, 2002

As filed with the Securities and Exchange Commission on June 7, 2002.

Registration No. 333-

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE
SECURITIES ACT OF 1933

HARTE-HANKS, INC.
(Exact Name of Registrant as Specified in Its Charter)

DELAWARE

(State or Other Jurisdiction of
Incorporation or Organization)

76-1677284

(I.R.S. Employer
Identification No.)

200 CONCORD DRIVE; SUITE 800
SAN ANTONIO, TEXAS 78216
(210) 829-9000
(Address and Telephone Number of Principal Executive Offices)

HARTE-HANKS, INC.
1994 EMPLOYEE STOCK PURCHASE PLAN
(Full Title of the Plans)

DEAN H. BLYTHE
VICE PRESIDENT, LEGAL AND SECRETARY
HARTE-HANKS, INC.
200 CONCORD DRIVE; SUITE 800
SAN ANTONIO, TEXAS 78216
(214) 829-9000
(Name, Address, and Telephone Number,
including Area Code, of Agent for Service)

COPY TO:
LAURA M. KALESNIK
HUGHES & LUCE, LLP
1717 MAIN STREET, SUITE 2800
DALLAS, TEXAS 75201
(214) 939-5500

CALCULATION OF REGISTRATION FEE

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TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE
Common Stock, \$1.00 par value	3,000,000	\$21.28	\$63,840,000

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers an indeterminate amount of shares as may be required to cover possible adjustments under the plans and agreements covered hereby by reason of any stock dividend, stock split, share combination, exchange of shares, recapitalization, merger, consolidation, separation, reorganization, liquidation or the like, of or by the registrant. Pursuant to Rule 416 (c) under the Securities Act, this Registration Statement also covers an indeterminate amount of interests to be offered or sold, if any, under the plans and agreements covered hereby.
- (3) Estimated solely for the purpose of calculating the registration fee. The registration fee has been calculated in accordance with Rules 457(c) and 457(h) under the Securities Act on the basis of the average of the high and low prices of the Common Stock as quoted on The New York Stock Exchange on June 6, 2002, which was \$21.28.

EXPLANATORY STATEMENT

Harte-Hanks, Inc., a Delaware corporation (the "Registrant"), hereby files this registration statement on Form S-8 (this "Registration Statement") with the Securities and Exchange Commission (the "SEC") on June 7, 2002 for the purpose of registering an additional 3,000,000 shares of common stock, par value \$1.00 per share (the "Common Stock") issuable upon the exercise of options to be granted pursuant to the Harte-Hanks, Inc. 1994 Employee Stock Purchase Plan (the "Purchase Plan") which shares are of the same class as other securities for which a registration statement on Form S-8 (Registration No. 333-30995) was filed on July 7, 1997 (the "Prior Registration Statement"). Pursuant to General Instruction E to Form S-8 ("General Instruction E"), the Registrant incorporates by reference herein the contents of the Prior Registration Statement, including the information incorporated by reference therein.

Currently, 3,000,000 shares of Common Stock are registered under the Purchase Plan (after giving effect to a 3-for-2 stock split on May 30, 2002). On May 7, 2002 the Registrant's stockholders authorized an increase in the aggregate number of shares available for issuance under the Purchase Plan. This Registration Statement registers the increase of 3,000,000 shares of Common Stock issuable under the Purchase Plan, bringing the total number of registered shares under the Purchase Plan to 6,000,000.

PART II

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INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE.

The following documents heretofore filed with the Securities and Exchange Commission (the "Commission") by the Registrant are incorporated by reference in this Registration Statement:

(a) Annual Report on Form 10-K for the fiscal year ended December 31, 2001, which contains the Registrant's audited financial statements for the Registrant's last completed fiscal year (the "2001 Form 10-K").

(b) All other reports filed by the Registrant pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the Annual Report referred to in (a) above; and

(c) The description of the Registrant's Common Stock contained in the Registrant's Registration Statement on Form 8-A, dated October 7, 1993, (File Number 33-69202), including any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment to this Registration

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Statement which indicates that all of the shares of Common Stock offered have been sold or which deregisters all of such shares then remaining unsold, shall be deemed to be incorporated by reference in this Registratio