

PATTERSON DENTAL CO
Form S-8
April 20, 2004

As filed with the Securities and Exchange Commission on April 20, 2004

Registration No. 333-_____

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

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

Patterson Dental Company

(Exact Name of Registrant as Specified in Its Charter)

Minnesota
(State or Other Jurisdiction of
Incorporation or Organization)

41-0886515
(I.R.S. Employer
Identification No.)

1031 Mendota Heights Road
St. Paul, Minnesota 55120

(Address, including Zip Code, of Principal Executive Offices)

PATTERSON DENTAL COMPANY STOCK OPTION PLAN FOR CANADIAN EMPLOYEES

(Full Title of the Plan)

Copies to:

| | | |
|---|--------------------------------|--------------------------------|
| R. STEPHEN ARMSTRONG | AVRON L. GORDON, ESQ. | MATTHEW L. LEVITT, ESQ. |
| Executive Vice President, Treasurer and | BRETT D. ANDERSON, ESQ. | Secretary and General Counsel |
| Chief Financial Officer | Briggs and Morgan, P.A. | Patterson Dental Company |
| Patterson Dental Company | 2200 IDS Center | 1031 Mendota Heights Road |
| 1031 Mendota Heights Road | 80 South Eighth Street | St. Paul, Minnesota 55120 |
| St. Paul, Minnesota 55120 | Minneapolis, Minnesota 55402 | (651) 686-1600 |
| (651) 686-1600 | (612) 977-8400 (phone) | |
| | (612) 977-8650 (fax) | |

(Name, address, including zip code, and telephone number, including area code, of Agent for Service)

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities To Be Registered | Registered (1) | Proposed Maximum Offering Price Per Share | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|---|-----------------------|--|--|---|
| <i>Patterson Dental Company</i> | | | | |
| <i>Stock Option Plan for Canadian Employees</i> | | | | |
| Options to purchase common stock | 1,000,000 | N/A | N/A | N/A |
| Common stock (par value \$0.01 per share) | 48,844 shares | \$ 30.56 | \$ 1,492,672.64 | \$ 189.12 |
| Common stock (par value \$0.01 per share) | 5,084 shares | \$ 45.14 | \$ 229,491.76 | \$ 29.08 |
| Common stock (par value \$0.01 per share) | 674 shares | \$ 44.60 | \$ 30,060.40 | \$ 3.81 |

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| | | | | |
|---|----------------|-------------|------------------|-------------|
| Common stock (par value \$0.01 per share) | 2,951 shares | \$ 39.93 | \$ 117,833.43 | \$ 14.93 |
| Common stock (par value \$0.01 per share) | 942,447 shares | \$ 77.52(2) | \$ 73,058,491.44 | \$ 9,256.51 |

- (1) This registration statement also covers any additional shares of common stock which become issuable under the Patterson Dental Company Stock Option Plan for Canadian Employees by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration which results in an increase in the number of outstanding shares of common stock.
 - (2) Estimated solely for the purpose of calculating the registration fee under Rule 457(h) of the Securities Act and based upon the average of the high and low sale prices for such stock on April 15, 2004, as reported by The Nasdaq National Market.
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PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The SEC allows us to incorporate by reference the information we file with them, which means that we can disclose important information to you by referring you to documents we file with the SEC. The information incorporated by reference is considered to be part of this registration statement. Information that we file later with the SEC will automatically update and supersede this information. We incorporate by reference the documents listed below and any future filings we will make with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act until all of the shares covered by this registration statement have been sold or deregistered:

Annual Report on Form 10-K for the year ended April 26, 2003;

Quarterly Reports on Form 10-Q for the quarters ended July 26, 2003, October 25, 2003 and January 24, 2004;

Current Reports on Form 8-K filed on September 15, 2003 and November 24, 2003;

Description of our common stock contained in our Registration Statement on Form S-1 (File No. 33-51304) filed on August 26, 1992; and

Definitive Schedule 14A (Proxy Statement) filed on August 6, 2003.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Our company is a Minnesota corporation. Reference is made to Minnesota Statutes Section 302A.521 which provides that a Minnesota business corporation shall indemnify any director, officer, employee or agent of the corporation made or threatened to be made a party to a proceeding, by reason of the former or present official capacity (as defined) of the person, against judgments, penalties, fines, settlements and reasonable expenses incurred by the person in connection with the proceeding if certain statutory standards are met. Proceeding means a threatened, pending or completed civil, criminal, administrative, arbitration or investigative proceeding, including one by or in the right of the corporation. Section 302A.521 contains detailed terms regarding such right of indemnification and reference is made thereto for a complete statement of such

indemnification rights.

Article VI of our bylaws provides that officers, directors, members of committees appointed or designated by the board of directors and employees, past or present, of our company shall be indemnified by our company, in accordance with the terms and conditions of Minnesota Statutes, Section 302A.521.

Item 7. Exemption From Registration Claimed.

Not applicable.

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Item 8. Exhibits.

See Exhibit Index.

Item 9. Undertakings.

The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that the undertakings set forth in paragraphs (i) and (ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the SEC by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

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Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers, and controlling persons of the registrant pursuant to the provisions summarized in Item 6 above, or otherwise, the registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer, or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer, or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

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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 St. Paul, State of Minnesota, on the 20th day of April, 2004.

PATTERSON DENTAL COMPANY

By: /s/ Peter L. Frechette

Peter L. Frechette
Chairman and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Peter L. Frechette and R. Stephen Armstrong, and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the SEC, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or his or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the date indicated.

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|---|--|----------------|
| /s/ Peter L. Frechette _____ Peter L. Frechette | Chairman, Chief Executive Officer and Director (Principal Executive Officer) | April 20, 2004 |
| /s/ R. Stephen Armstrong _____ R. Stephen Armstrong | Executive Vice President, Treasurer and Chief Financial Officer (Principal Accounting Officer and Principal Financial Officer) | April 20, 2004 |
| /s/ David K. Beecken _____ David K. Beecken | Director | April 20, 2004 |
| /s/ Ronald E. Ezerski _____ Ronald E. Ezerski | Director | April 20, 2004 |
| /s/ Andre B. Lacy _____ Andre B. Lacy | Director | April 20, 2004 |

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/s/ Ellen A. Rudnick

April 20, 2004

Ellen A. Rudnick

Director

/s/ Harold C. Slavkin

April 20, 2004

Harold C. Slavkin

Director

/s/ James W. Wiltz

April 20, 2004

James W. Wiltz

Director

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EXHIBIT INDEX

| Exhibit | |
|----------------|---|
| Number | Description |
| 4.1 | Articles of Incorporation, as amended (incorporated by reference to our Registration Statement on Form S-1 (File No. 33-51304) filed August 26, 1992). |
| 4.2 | Bylaws, as amended (incorporated by reference to our Registration Statement on Form S-1 (File No. 33-51304) filed August 26, 1992). |
| 4.3 | Specimen common stock certificate (incorporated by reference to our Registration Statement on Form S-1 (File No. 33-51304) filed August 26, 1992). |
| 4.4 | Patterson Dental Company Stock Option Plan for Canadian Employees (incorporated by reference to our Quarterly Report on Form 10-Q for the quarter ended January 25, 2003 (File No. 0-20572)). |
| 5 | Opinion of Matthew L. Levitt, Esq. |
| 23.1 | Consent of Matthew L. Levitt, Esq. (included in Exhibit 5). |
| 23.2 | Consent of Independent Auditors. |
| 24 | Powers of Attorney (included on Signature Page). |