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DIAL CORP /NEW/
Form S-8
March 29, 2002

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON MARCH 29, 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

THE DIAL CORPORATION
(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of
incorporation or organization)

51-0374887
(I.R.S. Employer
Identification Number)

15501 NORTH DIAL BOULEVARD
SCOTTSDALE, ARIZONA 85260-1619
(Address of registrant's principal
executive offices)

THE DIAL CORPORATION FUTURE INVESTMENT PLAN
(Full title of the plan)

CHRISTOPHER J. LITTLEFIELD
SENIOR VICE PRESIDENT, GENERAL COUNSEL AND SECRETARY
THE DIAL CORPORATION
15501 NORTH DIAL BOULEVARD
SCOTTSDALE, ARIZONA 85260-1619
(480) 754-3425
(Name, address, and telephone number of agent for service)

CALCULATION OF REGISTRATION FEE

TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED (1)	PROPOSED MAXIMUM OFFERING PRICE PER SHARE (2)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (2)
Common Stock, par value \$.01 per share (the "Common Stock")	750,000	\$17.6250	\$13,218,750

(1) Includes an indeterminate number of shares of Common Stock that may be issuable by reason of stock splits, stock dividends or similar transactions in accordance with Rule 416 under the Securities Act of 1933. This Registration Statement also pertains to rights to purchase shares of Junior Participating

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Preferred Stock of the Registrant (the "Rights"). One Right is included with each share of Common Stock. Until the occurrence of certain prescribed events, the Rights are not exercisable, are evidenced by the certificates for the Common Stock and will be transferred along with and only with such Common Stock. Thereafter, separate Rights certificates will be issued representing one Right for each share of Common Stock held, subject to adjustment pursuant to antidilution provisions.

(2) Pursuant to Rule 457(c) and (h), estimated on the basis of the average of the high and low sales prices of a share of Common Stock on the New York Stock Exchange on March 25, 2002.

Note: Pursuant to Rule 416(c) under the Securities Act of 1933, this Registration Statement also covers an indeterminate amount of interests to be offered and sold pursuant to The Dial Corporation Future Investment Plan.

EXPLANATORY NOTE

This Registration Statement is filed pursuant to Instruction E to Form S-8 to register additional Common Stock issuable under Registrant's Future Investment Plan, which was formerly known as The Dial Corporation Capital Accumulation Plan.

Pursuant to Instruction E to Form S-8, the Registrant hereby incorporates by reference into this Registration Statement the contents of the Registrant's Registration Statements on Form S-8 (File Nos. 333-10149 and 333-46514) and all post-effective amendments thereto.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 8. EXHIBITS

EXHIBIT NO.		DESCRIPTION OF EXHIBIT
4.1	--	Restated Certificate of Incorporation of the Company filed as Exhibit 3(a) to the Form 10.*
4.2	--	Bylaws of the Company filed as Exhibit 3(b) to the Form 10-Q the quarter-ended July 4, 1998.*
4.3	--	Form of Rights Agreement between the Company and the Rights Agent named therein filed as Exhibit 4 to the Form 10.*
4.4	--	The Dial Corporation Future Investment Plan.
5	--	Opinion of counsel as to the legality of obligations and securities offered under the Plan.
23.1	--	Consent of Deloitte & Touche LLP.
23.2	--	Consent of counsel (included on Exhibit 5 hereto).
24	--	Power of Attorney (included on signature page of this Registration Statement).

*Incorporated herein by reference.

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SIGNATURES

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 Scottsdale, State of Arizona, on March 29, 2002.

THE DIAL CORPORATION

/s/ Herbert M. Baum

 By: Herbert M. Baum
 Its: Chairman of the Board, President and
 Chief Executive Officer

POWER OF ATTORNEY

Each person whose individual signature appears below hereby authorizes Herbert M. Baum and Conrad A. Conrad and each of them as attorneys-in-fact, with full power of substitution and resubstitution, to execute in the name and on behalf of such person, individually and in each capacity stated below, and to file, any and all amendments to this Registration Statement, including any and all post-effective amendments, as fully as such person could do in person, hereby verifying and confirming all that such attorneys-in-fact, or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on March 29, 2002.

Signature -----	Title -----	DATE -----
/s/ Herbert M. Baum ----- Herbert M. Baum	Chairman of the Board, President and Chief Executive Officer	March
/s/ Conrad A. Conrad ----- Conrad A. Conrad	Executive Vice President and Chief Financial Officer (principal financial officer)	March
/s/ John F. Tierney ----- John F. Tierney	Senior Vice President and Controller (principal accounting officer)	March

SIGNATURE -----	TITLE -----	DATE -----
/s/ Joy A. Amundson ----- Joy A. Amundson	Director	March

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/s/ Joe T. Ford ----- Joe T. Ford	Director	March
/s/ Thomas L. Gossage ----- Thomas L. Gossage	Director	March
/s/ Donald E. Guinn ----- Donald E. Guinn	Director	March
/s/ James E. Oesterreicher ----- James E. Oesterreicher	Director	March
/s/ Michael T. Riordan ----- Michael T. Riordan	Director	March
/s/ Barbara S. Thomas ----- Barbara S. Thomas	Director	March
/s/ Salvador M. Villar ----- Salvador M. Villar	Director	March

Pursuant to the requirements of the Securities Act of 1933, the committee that administers the Plan has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Scottsdale, State of Arizona, on March 29, 2002.

/s/ Conrad A. Conrad ----- Conrad A. Conrad	/s/ Mark L. Whitehouse ----- Mark L. Whitehouse
/s/ Mark R. Shook ----- Mark R. Shook	/s/ Geraldine M. Gallegos ----- Geraldine M. Gallegos
/s/ Bernhard J. Welle ----- Bernhard J. Welle	

INDEX TO EXHIBITS

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