

Edgar Filing: TELEFLEX INC - Form S-8

TELEFLEX INC  
Form S-8  
April 30, 2001

As filed with the Securities and Exchange Commission on April 30, 2001  
Registration No. 33-

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

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933  
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TELEFLEX INCORPORATED  
(Exact name of registrant as specified in its charter)

DELAWARE  
(State or other jurisdiction of  
incorporation or organization)

23-1147939  
(I.R.S. Employer  
Identification No.)

SUITE 450  
630 WEST GERMANTOWN PIKE  
PLYMOUTH MEETING, PENNSYLVANIA 19462  
(610) 834-6301  
(Address, including zip code and telephone number,  
including area code of registrant's principal  
executive offices)

TELEFLEX INCORPORATED 1990 STOCK COMPENSATION PLAN  
(Full title of the plan)  
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STEVEN K. CHANCE  
VICE PRESIDENT, SECRETARY AND GENERAL COUNSEL  
TELEFLEX INCORPORATED  
SUITE 450  
630 WEST GERMANTOWN PIKE  
PLYMOUTH MEETING, PENNSYLVANIA 19462  
(610) 834-6363  
(Name, address, including zip code and telephone number,  
including area code, of agent for service)

Copies of all communications, including all communications sent  
to the agent for service should be sent to:

JOAN W. SCHWARTZ, ESQ.  
TELEFLEX INCORPORATED  
155 SOUTH LIMERICK ROAD  
LIMERICK, PENNSYLVANIA 19468  
(610) 948-2812  
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CALCULATION OF REGISTRATION FEE  
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Title of Securities to be registered	Amount to be registered (1)	Proposed maximum offering price per unit (2)	Proposed maximum aggregate offering price (2)
Common Stock, \$1.00 par value per share	1,698,000 shares	\$46.08	\$78,243,840

- (1) Pursuant to Rule 416 under the Securities Act of 1933, this registration statement also covers an indeterminate number of additional shares as may hereafter be offered or issued pursuant to the Plan to prevent dilution resulting from stock splits, stock dividends or similar transactions effected without receipt of consideration.
- (2) The price is estimated in accordance with Rule 457(h)(1) under the Securities Act of 1933, as amended, solely for the purpose of calculating the registration fee and is the product resulting from multiplying 1,698,000, the maximum number of shares issuable under the Plan that are covered by this Registration Statement, by \$46.08, the average of the high and low prices of the Common Stock as reported on the New York Stock Exchange on April 23, 2001, within five business days prior to April 30, 2001.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents filed by Teleflex Incorporated (the "Company") are incorporated herein by reference:

- (i) The contents of the Company's Registration Statement on Form S-8 (Registration No. 33-34753) filed on May 10, 1990.

Item 4. DESCRIPTION OF SECURITIES

Not applicable.

Item 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

Not applicable.

Item 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Not applicable.

Item 7. EXEMPTION FROM REGISTRATION CLAIMED

Not applicable.

Item 8. EXHIBITS

- 5(a) Opinion of Herbert K. Zearfoss, Esquire
- 23(a) Consent of PricewaterhouseCoopers LLP

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23(b) Consent of Herbert K. Zearfoss, Esquire (contained in his opinion filed as Exhibit 5(a) to this Registration Statement)

99 Teleflex Incorporated 1990 Stock Compensation Plan, as revised and restated as of November 1, 1999

Item 9. UNDERTAKINGS

Not applicable.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, TELEFLEX INCORPORATED, 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 Plymouth Meeting, Pennsylvania on the 27th of April 2001.

TELEFLEX INCORPORATED

By: /s/ Lennox K. Black

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Lennox K. Black, Chairman of the Board and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities indicated on the 27th day of April 2001.

Signature -----	Title -----
/s/ Lennox K. Black ----- Lennox K. Black	Director, Chairman of the Board and Chief Executive Officer (Principal Executive Officer)
/s/ Harold L. Zuber ----- Harold L. Zuber, Jr.	Vice President and Chief Financial Officer (Principal Financial Officer)
/s/ Stephen Gambone ----- Stephen Gambone	Controller and Chief Accounting Officer (Principal Accounting Officer)
/s/ Patricia C. Barron ----- Patricia C. Barron	Director
/s/ Donald Beckman	Director

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Donald Beckman

/s/ William R. Cook Director

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William R. Cook

/s/ Joseph S. Gonnella Director

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Joseph S. Gonnella, M.D.

/s/ Sigismundus W. W. Lubsen Director

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Sigismundus W. W. Lubsen

/s/ Palmer E. Retzlaff Director

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Palmer E. Retzlaff

/s/ James W. Stratton Director

-----  
James W. Stratton

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EXHIBIT INDEX

Exhibit No.	Description of Exhibit
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5 (a)	Opinion of Herbert K. Zearfoss, Esquire
23 (a)	Consent of PricewaterhouseCoopers LLP, independent accountants
23 (b)	Consent of Herbert K. Zearfoss, Esquire (contained in Exhibit 5 (a))
99	Teleflex Incorporated 1990 Stock Compensation Plan, as revised and restated as of November 1, 1999

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