

SECURITIES AND EXCHANGE COMMISSION

FORM POS AM

Post-Effective amendments for registration statement

Filing Date: **1999-07-27**
SEC Accession No. **0000950133-99-002514**

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FILER

GENERAL DYNAMICS CORP

CIK: **40533** | IRS No.: **131673581** | State of Incorp.: **DE** | Fiscal Year End: **1231**
Type: **POS AM** | Act: **33** | File No.: **333-80213** | Film No.: **99671199**
SIC: **3730** Ship & boat building & repairing

Mailing Address
3190 FAIRVIEW PARK DR
FALLS CHURCH VA 22042

Business Address
3190 FAIRVIEW PARK DRIVE
FALLS CHURCH VA 22042
7038763000

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1

ON
FORM S-8
TO FORM S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933*

GENERAL DYNAMICS CORPORATION
(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of
incorporation or organization)

13-1673581
(I.R.S. Employer
Identification Number)

3190 FAIRVIEW PARK DRIVE
FALLS CHURCH, VIRGINIA 22042-4253
(703) 876-3000
(Address of registrant's principal executive offices)

GULFSTREAM AEROSPACE CORPORATION
AMENDED AND RESTATED 1990 STOCK OPTION PLAN,
100TH GULFSTREAM V STOCK OPTION PROGRAM, AND
OPTION GRANTS PURSUANT TO WRITTEN COMPENSATORY
STOCK OPTION AGREEMENTS
(Full title of the plans)

DAVID A. SAVNER, ESQ.
SENIOR VICE PRESIDENT AND GENERAL COUNSEL
GENERAL DYNAMICS CORPORATION
3190 FAIRVIEW PARK DRIVE
FALLS CHURCH, VIRGINIA 22042-4253
(703) 876-3000
(Name, address, and telephone number of agent for service)

APPROXIMATE DATE OF COMMENCEMENT OF THE PROPOSED SALE OF SECURITIES PURSUANT TO
THE PLANS: Promptly after the consummation of the "Merger" (as defined herein).

* Filed as a Post-Effective Amendment on Form S-8 to such Form S-4 Registration
Statement pursuant to the procedure described herein. see "EXPLANATORY
NOTE."

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EXPLANATORY NOTE

General Dynamics Corporation (the "Company") hereby amends its
Registration Statement on Form S-4 (No. 333-80213) (the "S-4") by filing this
Post-Effective Amendment No. 1 on Form S-8 (the "Post-Effective Amendment")
relating to its common stock, par value \$1.00 per share (the "Common Stock").
The S-4 registers 4,110,100 shares of Common Stock for issuance upon the
exercise of options granted pursuant to the Gulfstream Aerospace Corporation
Amended and Restated 1990 Stock Option Plan, The 100TH Gulfstream V Stock
Option Program and all other options granted pursuant to written Stock Option
Agreements entered into by Gulfstream Aerospace Corporation ("Gulfstream")
(collectively, the "Plans").

Pursuant to an Agreement and Plan of Merger dated as of May 16, 1999,
among the Company, Gulfstream and Tara Acquisition Corporation (a wholly-owned
subsidiary of the Company), the following events (among others) will occur:
(a) Tara Acquisition Corporation will merge into Gulfstream, with Gulfstream
surviving as a wholly-owned subsidiary of the Company (the "Merger"); (b) each
outstanding share of Gulfstream common stock, par value \$.01 per share, will be
converted in the Merger into a right to receive one share of Common Stock; (c)
outstanding options to purchase Gulfstream common stock under the Plans will be
converted in the Merger into options to purchase Common Stock; and (d) the
Company will assume the Plans.

Following the consummation of the Merger shares of Common Stock will be issued to the participants in the Plans upon the exercise of options granted under the Plans. The purpose of this Registration Statement is to register shares of Common Stock for such issuance pursuant to the Plans following consummation of the Merger.

The designation of this Post-Effective Amendment as Registration No. 333-80213-01 denotes that the Post-Effective Amendment relates only to the shares of Common Stock issuable following consummation of the Merger upon the exercise of stock options granted under the Plans and that this is the first Post-Effective Amendment to the S-4 filed with respect to such shares of Common Stock.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents, which have been filed by the Company with the Securities and Exchange Commission (the "Commission"), are incorporated by reference in this Registration Statement.

(a) The Company's Annual Report on Form 10-K for the year ended December 31, 1998;

(b) The Company's Quarterly Report on Form 10-Q for the quarterly period ended April 4, 1999;

(c) The Company's Current Report on Form 8-K filed March 5, 1999;

(d) The Company's Current Report on Form 8-K filed June 24, 1999;

(e) The Joint Proxy Statement/Prospectus dated June 25, 1999 filed with the Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended (the "Securities Act"), and included in the S-4; and

(f) The description of the Common Stock contained in the Registration Statement on Form S-4 (No. 333-80213).

All documents filed subsequent to the date hereof by the Company pursuant to Sections 13(a), 13(c), 14, and 15(d) of the Exchange Act prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated herein by reference and to be a part hereof from the date of the filing (each such document, an "Incorporated Document"). Any statement contained herein or in an Incorporated Document deemed to be incorporated by reference herein shall be deemed to be modified or

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superseded for purposes hereof to the extent that a statement contained herein or in any other subsequently filed Incorporated Document modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part hereof.

ITEM 4. DESCRIPTION OF SECURITIES

Not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

Not applicable.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Company's certificate of incorporation provides that the Company will indemnify its current and former directors and officers from and against all liabilities and reasonable expenses that they incur in connection with or resulting from any claims, actions, suits or proceedings to the extent that indemnification is not inconsistent with Delaware law. The Company also

provides directors' and officers' liability insurance coverage for the acts and omissions of its directors and officers. In order to be entitled to indemnification under the provisions of the certificate of incorporation, a director or officer of the Company must be wholly successful with respect to the claim, action, suit or proceeding or have acted in good faith in what he or she reasonably believed to be the best interests of the Company, or with respect to a criminal action or proceeding, must have had no reasonable cause to believe that his or her conduct was unlawful. Prior to the final disposition of a claim, action, suit or proceeding, the Company will advance expenses incurred by a current or former director or officer if the director or officer provides the Company with an undertaking to repay the amount advanced if he or she is not entitled to indemnification after the final disposition.

The Company's certificate of incorporation provides that a director will not be personally liable to the Company or its stockholders for monetary damages for breach of fiduciary duty as a director except for breach of the director's duty of loyalty to the Company or its stockholders, for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, for unlawful payment of a dividend or unlawful stock purchase or redemption under the Delaware General Corporation Law or for any transaction from which the director derived an improper personal benefit. While this provision provides directors with protection from awards for monetary damages for breaches of their duty of care, it does not eliminate that duty.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED

Not applicable.

ITEM 8. EXHIBITS

<TABLE>	<CAPTION>	EXHIBIT NO.	DESCRIPTION OF EXHIBIT
		-----	-----
	<S>	<C>	<C>
		4.1	Restated Certificate of Incorporation of the Company (incorporated herein by reference to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1991 and filed with the Commission on March 26, 1992).*
		4.2	Amended and Restated Bylaws of the Company (incorporated herein by reference to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1997 and filed with the Commission on March 18, 1998).*

</TABLE>

4	<TABLE>	<S>	<C>	<C>
		5.1	--	Opinion of counsel as to the legality of the securities being registered.
		23.1	--	Consent of Arthur Andersen LLP.
		23.2	--	Consent of Deloitte & Touche LLP.
		23.3	--	Consent of Jenner & Block (included in Exhibit 5.1).
		24.1	--	Power of Attorney.

</TABLE>

* Incorporated by reference.

ITEM 9. UNDERTAKINGS

The Company hereby undertakes:

(a) 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;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this 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 this Registration Statement;

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

provided, however, that paragraphs (i) and (ii) 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 Commission by the Company pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

(b) That, for the purpose of determining any liability under the Securities Act, 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.

(c) 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.

(d) That, for the purpose of determining any liability under the Securities Act, each filing of the Company's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in this 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.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Company pursuant to the provisions described in Item 6 of this Registration Statement, or otherwise, the Company has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore,

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unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Company of expenses incurred or paid by a director, officer or controlling person of the Company 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 Company 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 Securities Act and will be governed by the final adjudication of such issue.

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INDEX TO EXHIBITS

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23.3	Consent of Jenner & Block (included in Exhibit 5.1).
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</TABLE>

* Incorporated by reference.

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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 Falls Church, State of Virginia, on this __ Day of July, 1999.

GENERAL DYNAMICS CORPORATION

By: _____
 Nicholas D. Chabraja
 Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated below on the __ day of July, 1999.

<TABLE> <CAPTION>	Signature -----	Title -----	Date ----
<S>	*	<C> Chairman, Chief Executive Officer and Director (Principal Executive Officer)	<C> July __, 1999
	----- Nicholas D. Chabraja		
	*	President and Chief Operating Officer	July __, 1999
	----- James E. Turner, Jr.		
	*	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	July __, 1999

Michael J. Mancuso

*

Vice President and Controller
(Principal Accounting Officer)

July __, 1999

John W. Schwartz

*

Director

July __, 1999

Julius W. Becton, Jr.

*

Director

July __, 1999

James S. Crown

</TABLE>

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<TABLE>

<S>

*

<C>

Director

<C>

July __, 1999

Lester Crown

*

Director

July __, 1999

Charles H. Goodman

*

Director

July __, 1999

George A. Joulwan

*

Director

July __, 1999

Paul G. Kaminski

*

Director

July __, 1999

James R. Mellor

*

Director

July __, 1999

Carl E. Mundy, Jr.

*

Director

July __, 1999

[JENNER & BLOCK LETTERHEAD]

July 27, 1999

General Dynamics Corporation
3190 Fairview Park Drive
Falls Church, Virginia 22042-4253

Ladies and Gentlemen:

We have acted as counsel to General Dynamics Corporation, a Delaware corporation ("General Dynamics"), in connection with the Post Effective Amendment No. 1 on Form S-8 to the Registration Statement on Form S-4 (No. 333-80213) (the "Registration Statement") filed by General Dynamics under the Securities Act of 1933, as amended, with the Securities and Exchange Commission relating to the registration of 4,110,100 shares (the "Shares") of the Common Stock, par value \$1.00 per share, of General Dynamics.

In arriving at the opinions expressed below, we have examined and relied upon, and assumed the accuracy and completeness of, without independent verification, the facts, information, covenants and representations contained in originals or copies of certain documents, certified or otherwise identified to our satisfaction, and other written and oral information of or from the representatives of the Company and others and assume compliance on the part of all parties to the documents with their covenants and agreements contained therein.

Based on the foregoing, we hereby advise you that in our opinion the shares have been duly authorized by General Dynamics and will, when issued, delivered and paid for in accordance with the provisions of the plans and the applicable option agreements thereunder, be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission and certain other oral and written information thereunder.

Very truly yours,

JENNER & BLOCK

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CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in this Post-Effective Amendment No. 1 on Form S-8 to the Form S-4 Registration Statement (No. 333-80213) of General Dynamics Corporation of our report dated March 2, 1999 incorporated by reference in General Dynamics Corporation's Form 10-K for the year ended December 31, 1998 and to all references to our Firm included in or made part of this registration statement.

ARTHUR ANDERSEN LLP

Washington, D.C.
July 27, 1999

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in this Post-Effective Amendment No. 1 on Form S-8 to Form S-4 Registration Statement (No. 333-80213) of General Dynamics Corporation of our reports dated February 1, 1999 (March 1, 1999 as to Note 16), appearing in and incorporated by reference in the Annual Report on Form 10-K of Gulfstream Aerospace Corporation for the year ended December 31, 1998.

DELOITTE & TOUCHE LLP

Atlanta, Georgia
July 26, 1999

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each of the undersigned officers and/or directors of the General Dynamics Corporation hereby constitutes and appoints Nicholas D. Chabraja, Michael J. Mancuso and David A. Savner, and each of them, as his true and lawful attorneys-in-fact and agents, each acting alone, with full powers of substitution and resubstitution, for him in his name, place and stead, in any and all applicable capacities, to sign a registration statement or an amendment to a registration statement (including, without limitation, a registration statement on Form S-8 or a Post-Effective Amendment on Form S-8 to Form S-4) to register shares of common stock of General Dynamics Corporation issuable following consummation of the merger of Tara Acquisition Corporation (a wholly-owned subsidiary of General Dynamics Corporation) with and into Gulfstream Aerospace Corporation upon the exercise of stock options granted by Gulfstream Aerospace Corporation, and any and all amendments to such registration statement and any and all documents in connection therewith, and to file the same, all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection with such registration statement, as fully to all intents and purposes as he might or could do in person, and hereby ratifies, approves and confirms all that his said attorneys-in-fact and agents, each acting alone, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

This Power of Attorney may be signed in two or more counterparts and all such counterparts together will constitute one and the same document.

<TABLE>

<CAPTION>

Signature -----	Title -----	Date -----
<S> /s/ NICHOLAS D. CHABRAJA ----- Nicholas D. Chabraja	<C> Chairman, Chief Executive Officer and Director (Principal Executive Officer)	<C> July 27, 1999
/s/ JAMES E. TURNER ----- James E. Turner	President and Chief Operating Officer	July 27, 1999
/s/ MICHAEL J. MANCUSO ----- Michael J. Mancuso	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	July 27, 1999
/s/ JOHN W. SCHWARTZ ----- John W. Schwartz	Vice President and Controller (Principal Accounting Officer)	July 27, 1999
/s/ JULIUS W. BECTON, JR.	Director	July 21, 1999

Julius W. Becton, Jr.

/s/ JAMES S. CROWN	Director	July 21, 1999

James S. Crown		

/s/ LESTER CROWN	Director	July 22, 1999

Lester Crown		

/s/ CHARLES H. GOODMAN	Director	July 25, 1999

Charles H. Goodman		

</TABLE>

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<TABLE>

<S>	<C>	<C>
/s/ GEORGE A. JOULWAN	Director	July 25, 1999

George A. Joulwan		

/s/ PAUL G. KAMINSKI	Director	July 25, 1999

Paul G. Kaminski		

/s/ JAMES R. MELLOR	Director	July 27, 1999

James R. Mellor		

/s/ CARL E. MUNDY, JR.	Director	July 22, 1999

Carl E. Mundy, Jr.		

/s/ CARLISLE A.H. TROST	Director	July 27, 1999

Carlisle A.H. Trost		

</TABLE>

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