

SECURITIES AND EXCHANGE COMMISSION

FORM S-8

Initial registration statement for securities to be offered to employees pursuant to employee benefit plans

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FILER

EMCON

CIK: **819977** | IRS No.: **941738964** | State of Incorpor.: **CA** | Fiscal Year End: **1231**
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SIC: **8711** Engineering services

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*400 S EL CAMINO REAL STE
SAN MATEO CA 94402
4153751522*

Registration No. _____

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

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

EMCON

(Exact name of registrant as specified in its charter)

California

94-1738964

(State or other jurisdiction
of incorporation or organization)

(I.R.S. employer identification no.)

400 South El Camino Real, Suite 1200
San Mateo, California 94402

(Address of principal executive offices) (Zip code)

EMCON

Employee Stock Purchase Plan

(Full title of the plan)

R. Michael Momboisse
Chief Financial Officer and
Vice President - Legal

EMCON

400 South El Camino Real, Suite 1200
San Mateo, California 94402

(Name and address of agent for service)

Telephone number, including area code, of agent for service: (415) 375-1522

This registration statement, including all exhibits and attachments, contains 13 pages. The exhibit index may be found on page 9 of the consecutively numbered pages of the registration statement.

This registration statement shall hereafter become effective in accordance with Rule 462 promulgated under the Securities Act of 1933, as amended.

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share (1)	Proposed maximum aggregate offering price (1)	Amount of registration fee
Common Stock	350,000	\$3.67	\$1,284,500	\$442.93

(1) Estimated pursuant to Rule 457 solely for purposes of calculating the registration fee. The price is based upon 85% of the average of the high and low prices of the Common Stock on July , 1995, as reported on the National

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

EMCON (the "Company") hereby incorporates by reference in this registration statement the following documents:

(a) The Company's latest annual report on Form 10-K filed pursuant to Sections 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), containing audited financial statements for the Company's latest fiscal year ended December 31, 1994 as filed with the Commission on March 29, 1995.

(b) All other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the registrant document referred to in (a) above.

(c) The description of the Company's Common Stock contained in the Company's Registration Statement on Form 8-A (No. 016225), effective September 17, 1987, filed under the Exchange Act, including any amendment or report filed for the purpose of updating such description.

All documents subsequently filed 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 to this registration statement which indicates that all securities offered hereby have been sold or which deregisters all securities remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be a part hereof from the date of filing of such documents.

Item 4. Description of Securities

The class of securities to be offered is registered under Section 12 of the Exchange Act.

Item 5. Interests of Named Experts and Counsel

Inapplicable.

Item 6. Indemnification of Directors and Officers

The Company's Restated Articles of Incorporation, as amended, provide that the liability of the directors for monetary damages shall be eliminated to the fullest extent permissible under California law. Pursuant to California law, the Company's directors shall not be liable for monetary damages for breach of the directors' fiduciary duty of care to the Company and its shareholders. However, this provision does not eliminate the duty of care, and in appropriate circumstances, equitable remedies such as injunctive or other forms of non-monetary relief will remain available under California law. In addition, each director will continue to be subject to liability for (i) acts or omissions that involve intentional misconduct or a knowing and culpable violation of law, (ii) acts or omissions that a director believes to be contrary to the best interests of the Company or its shareholders or that involve the absence of good faith on the part of the director, (iii) any transaction from which a director derived an improper personal benefit, (iv) acts or omissions that show a reckless disregard for the director's duty to the Company or its shareholders in circumstances in which the director was aware, or should have been aware, in the ordinary course of performing a director's duties, of a risk of serious injury to the Company or its shareholders, (v) acts or omissions that constitute an unexcused pattern of inattention that amounts to an abdication of the director's duty to the Company or its shareholders, (vi) any transaction that constitutes an illegal distribution or dividend under California law, and (vii) any transaction involving an unlawful conflict of interest between the director and the Company under California law. The provision also does not affect a director's responsibilities under any other law, such as the federal securities laws or state or federal environmental laws.

Item 7. Exemption From Registration Claimed

Inapplicable.

Item 8. Exhibits

See Exhibit Index.

Item 9. Undertakings

(a) Rule 415 Offering

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:

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(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 paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the registration statement is on Form S-3 or Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act 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.

(b) Filing incorporating subsequent Exchange Act documents by reference.

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 Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) 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.

(h) Request for acceleration of effective date or filing of registration statement on Form S-8

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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 foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission 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.

SIGNATURE

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 San Mateo, State of California, on July 21, 1995.

EMCON

By: /s/ R. Michael Momboisse

R. Michael Momboisse, Chief
Financial Officer and Vice
President - Legal

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POWER OF ATTORNEY

The officers and directors of EMCON whose signatures appear below, hereby constitute and appoint Eugene M. Herson and R. Michael Momboisse, and each of them, their true and lawful attorneys and agents, with full power of substitution, each with power to act alone, to sign and execute on behalf of the undersigned any amendment or amendments to this registration statement on Form S-8, and each of the undersigned does hereby ratify and confirm all that each of said attorney and agent, or their or his substitutes, shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities indicated on July 21, 1995.

Signature _____ Title _____

/s/ Eugene M. Herson

Eugene M. Herson President, Chief Executive Officer, and Director (Principal Executive Officer)

/s/ R. Michael Momboisse

R. Michael Momboisse Chief Financial Officer and Vice President - Legal (Principal Financial and Accounting Officer)

/s/ Thorley D. Briggs

Thorley D. Briggs Chairman of the Board and Director

/s/ Stephen W. Vincent

Stephen W. Vincent Vice President - Laboratory Operations, President of Columbia Analytical Services, Inc. and Director

/s/ H. Lee Fortier

H. Lee Fortier Vice President - Consulting Operations and Director

/s/ Donald R. Andres

Donald R. Andres

Regional Vice President and Director

/s/ Douglas Crane

Douglas Crane

Director

/s/ Peter Vardy

Peter Vardy

Director

Donald R. Kerstetter

Director

Jack M. Marzluft

Director

EXHIBIT INDEX

Sequentially
Numbered Page

4.1 Restated Articles of Incorporation, of the Company as filed on July 30, 1987, is incorporated by reference from Exhibit 3.1 of the Company's Registration Statement on Form S-1 (No. 33-16337), effective September 16, 1987

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4.3	Certificate of Amendment of Restated Articles of Incorporation of the Company as filed on May 24, 1988, is incorporated by reference from Exhibit 3.2 of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1988	--
4.4	Certificate of Amendment of Restated Articles of Incorporation of the Company as filed on June 4, 1991, is incorporated by reference from Exhibit 4.1 of the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 1991	--
4.5	Amended and Restated By-Laws of the Company are incorporated by reference from Exhibit 4.2 of the Company's Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 1993	--
5	Opinion re legality	10
23.1	Consent of Counsel (included in Exhibit 5)	--
23.2	Consent of Ernst & Young, LLP Independent Auditors	13
24	Power of Attorney (included in signature pages to this registration statement)	--

EXHIBIT 5

OPINION RE LEGALITY

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GRAY CARY WARE
FREIDENRICH
A PROFESSIONAL CORPORATION

Attorneys at Law
400 Hamilton Avenue
Palo Alto, CA 94301-1825
Tel (415) 328-6561
Fax (415) 327-3699

Our File No.

Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549

Re: EMCON Registration Statement on Form S-8 Registering Shares Issuable
Under the Employee Stock Purchase Plan

Ladies and Gentlemen:

As legal counsel for EMCON, a California corporation (the "Company"), we are rendering this opinion in connection with the registration under the Securities Act of 1933, as amended, of up to 350,000 shares of the Common Stock of the Company which may be issued pursuant to the exercise of purchase rights granted under the EMCON Employee Stock Purchase Plan (the "Plan").

We have examined all instruments, documents and records which we deemed relevant and necessary for the basis of our opinion hereinafter expressed. In such examination, we have assumed the genuineness of all signatures and the authenticity of all documents submitted to us as originals and the conformity to the originals of all documents submitted to us as copies.

We are admitted to practice only in the State of California and we express no opinion concerning any law other than the law of the State of California and the federal law of the United States.

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Securities and Exchange Commission
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Based on such examination, we are of the opinion that the 350,000 shares of Common Stock which may be issued upon exercise of purchase rights granted under the Plan are duly authorized shares of the Company's Common Stock, and, when issued against payment of the purchase price therefor in accordance with the provisions of the Plan, will be validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion as an exhibit to the

Registration Statement referred to above and the use of our name wherever it appears in said Registration Statement.

Respectfully submitted,

GRAY CARY WARE & FREIDENRICH
A Professional Corporation

EXHIBIT 23.2

CONSENT OF ERNST & YOUNG, LLP INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the EMCON Employee Stock Purchase Plan of our report dated February 21, 1995, with respect to the consolidated financial statements and schedule of EMCON included and/or incorporated by reference in its Annual Report (Form 10-K) for the year ended December 31, 1994, filed with the Securities and Exchange Commission.

Ernst & Young, LLP

San Jose, California
July 25, 1995

