

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

MERIDIAN DIAGNOSTICS INC

CIK: **794172** | IRS No.: **310888197** | State of Incorpor.: **OH** | Fiscal Year End: **0930**
Type: **S-8** | Act: **33** | File No.: **333-18979** | Film No.: **96688132**
SIC: **2835** In vitro & in vivo diagnostic substances

Mailing Address
*3471 RIVER HILLS DRIVE
CINCINNATI OH 45244*

Business Address
*3471 RIVER HILLS DR
CINCINNATI OH 45244
5132713700*

As filed with the Securities and Exchange Commission on December 30, 1996
Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

Incorporated
Under the Laws
of Ohio

MERIDIAN DIAGNOSTICS, INC.
3471 RIVER HILLS DRIVE
CINCINNATI, OHIO 45244
(513) 271-3700

I.R.S. Employer
Identification No.
31-0888197

1996 STOCK OPTION PLAN

Robert E. Coletti, Esq.
Keating, Muething & Klekamp
One East Fourth Street
Cincinnati, Ohio 45202
(513) 579-6560
(Agent for Service of Process)

CALCULATION OF REGISTRATION FEE

Title of Securities To Be Registered	Amount To Be Registered(1)	Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Proposed Maximum Amount of Registration Fee(3)
Common Stock, No par value	200,000 Shares	\$12.3125	\$2,462,500	\$747

(1) This Registration Statement is filed for up to 200,000 shares issuable upon

the exercise of options granted pursuant to the 1996 Stock Option Plan.

(2) Estimated solely for purposes of calculating registration fee.

(3) Registration fee has been calculated pursuant to Rule 457(h) based on the average of the high and low prices of the Common Stock as reported on The Nasdaq Stock Market on December 24, 1996 of \$12.3125 per share.

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PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

The following documents filed by Meridian Diagnostics, Inc. (the "Company") with the Securities and Exchange Commission are incorporated herein by reference and made a part hereof:

1. The Company's Annual Report on Form 10-K for the Fiscal Year ended September 30, 1996.
2. The description of the Company's Common Stock contained in the Registration Statement on Form 8-A, filed with the Securities and Exchange Commission on August 15, 1986 and amended August 20, 1986.

All reports and other documents filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, prior to the filing of a post-effective amendment which indicates that all Common Stock offered has been sold or which deregisters all Common Stock then 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 such documents.

Item 4. Description of Securities

Not applicable.

Item 5. Interests of Named Experts and Counsel

The legality of the Common Stock offered hereby will be

passed upon for the Company by Keating, Muething & Klekamp, 1800 Provident Tower, One East Fourth Street, Cincinnati, Ohio 45202. Attorneys of Keating, Muething & Klekamp beneficially own 33,096 shares of the Company's Common Stock.

Item 6. Indemnification of Directors and Officers

Section 1701.13(E) of the Ohio General Corporation Law allows indemnification by the Registrant to any person made or threatened to be made a party to any proceedings, other than a proceeding by or in the right of the Registrant, by reason of the fact that he is or was a director, officer, employee or agent of the Registrant, against expenses, including judgments and fines,

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if he acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the Registrant and, with respect to criminal actions, in which he had no reasonable cause to believe that his conduct was unlawful. Similar provisions apply to actions brought by or in the right of the Registrant, except that no indemnification shall be made in such cases when the person shall have been adjudged to be liable for negligence or misconduct to the Registrant unless determined by the court. The right to indemnification is mandatory in the case of a director or officer who is successful on the merits or otherwise in defense of any action, suit or proceeding or any claim, issue or matter therein. Permissive indemnification is to be made by a court of competent jurisdiction, the majority vote of a quorum of disinterested directors, the written opinion of independent counsel or by the shareholders.

The Registrant's Code of Regulations provides that the Registrant shall indemnify such persons to the fullest extent permitted by law.

The Registrant maintains director and officer liability insurance which provides coverage against certain liabilities.

Item 7. Exemption from Registration Claimed

Not applicable.

Item 8. Exhibits

Statement; provided, however, that (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 Commission 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.

9.2 The undersigned Registrant hereby undertakes 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.

9.3 The undersigned Registrant hereby undertakes 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.

9.4 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

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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.

9.5 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.

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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 Cincinnati, Ohio, on December 30, 1996.

MERIDIAN DIAGNOSTICS, INC.

By: /s/ William J. Motto

DATE: December 30, 1996

William J. Motto
Chairman of the Board
of Directors 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 and on the dates indicated. Persons whose names are marked with an asterisk (*) below hereby designate William J. Motto or Gerard Blain as their attorney-in-fact to sign all amendments, including any post-effective amendments, to this Registration Statement.

Signature	Capacity	Date
*/s/ William J. Motto ----- William J. Motto	Chairman of the Board of Directors and Chief Executive Officer (Principal Executive Officer)	December 30, 1996

*/s/ Gerard Blain

Gerard Blain

Vice President,
Secretary and Chief
Financial Officer
(Principal Financial
Officer and Principal
Accounting Officer)

December 30,1996

*/s/James A. Buzard

James A. Buzard

Director

December 30,1996

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*/s/ Gary P. Kreider

Gary P. Kreider

Director

December 30,1996

*/s/ Robert J. Ready

Robert J. Ready

Director

December 30,1996

*/s/ Jerry L. Ruyan

Jerry L. Ruyan

Director

December 30,1996

EXHIBIT 5

FACSIMILE (513) 579-6956

December 30, 1996

Direct Dial: (513) 579-6560

Meridian Diagnostics, Inc.
3471 River Hills Drive
Cincinnati, Ohio 45244

Dear Sir or Madam:

We serve as general counsel to Meridian Diagnostics, Inc. (the "Company") and are familiar with its Articles of Incorporation, Code of Regulations and corporate proceedings generally. We have reviewed the corporate records as to the establishment of the Company's 1996 Stock Option Plan which calls for the issuance of up to 200,000 shares of Common Stock to employees upon their exercise of options that may be granted to them. Based upon such examination and considerations, we are of the opinion:

1. That the Company is a duly organized and validly existing corporation under the laws of the State of Ohio; and
2. That the Company has taken all necessary and required corporate actions in connection with the proposed issuance of 200,000 shares of Common Stock and that Common Stock, when issued and delivered, will be validly issued, fully paid and non-assessable shares of Common Stock of the Company.

We hereby consent to be named in the Registration Statement and the Prospectus part thereof as the attorneys who have passed upon legal matters in connection with the issuance of the aforesaid Common Stock and to the filing of this opinion as an exhibit to the Registration Statement.

Yours truly,

KEATING, MUETHING & KLEKAMP

BY: /s/ Robert E. Coletti

Robert E. Coletti

EXHIBIT 23.2

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in this Registration Statement of our reports dated November 7, 1996 included or incorporated by reference in Meridian Diagnostics, Inc.'s Form 10-K for the year ended September 30, 1996, and to all references to our Firm included in this Registration Statement.

Arthur Andersen, LLP

Cincinnati, Ohio
December 26, 1996