

SECURITIES AND EXCHANGE COMMISSION

FORM S-8

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

Filing Date: **1994-09-22**
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FILER

ROSEVILLE TELEPHONE CO

CIK: **85153** | IRS No.: **940817190** | State of Incorporation: **CA** | Fiscal Year End: **1231**
Type: **S-8** | Act: **33** | File No.: **033-55575** | Film No.: **94549897**
SIC: **4813** Telephone communications (no radiotelephone)

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POST OFFICE BOX 969
ROSEVILLE CA 95678-0969

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P O BOX 969
ROSEVILLE CA 95678-0969
9167861407

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT

under

The Securities Act of 1933

ROSEVILLE TELEPHONE COMPANY
(Exact name of registrant as specified in its charter)

California
(State or other jurisdiction
of incorporation or organization)

94-0817190
(IRS Employer
Identification No.)

211 Lincoln Street, Roseville, California
(Address of principal executive offices)

95678
(Zip Code)

ROSEVILLE TELEPHONE COMPANY
RETIREMENT SUPPLEMENT PLAN
(Full title of the plan)

Jed E. Solomon, Esq.
Cooper, White & Cooper
201 California Street, 17th Floor
San Francisco, California 94111
(415) 433-1900

(Name, address, including ZIP code, and telephone number,
including area code, of agent for service)

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 (2)
Common Stock	400,000 shares	\$24.00	\$9,600,000	\$3,310

(1) Calculated in accordance with Section 6(b) of the Securities Act of 1933 and Rule 457(h) and (c) of the Rules promulgated under that Act.

(2) Fee pursuant to Section 6(b) of the Securities Act of 1933.

PART I
INFORMATION REQUIRED IN THE SECTION 10(a)
PROSPECTUS

Roseville Telephone Company (the "Company") will deliver or cause to be delivered to each participant the material information regarding Roseville Telephone Company Retirement Supplement Plan (the "Plan") constituting a prospectus that meets the requirement of Section 10(a) of the Securities Act of 1993.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

(a) The following documents previously filed by the Company with the Commission are incorporated herein by reference:

(1) The Company's Annual Report on Form 10-K for the year ended December 31, 1993; and

(2) The Company's Quarterly Reports on Form 10-Q for the quarters ended March 31, 1994 and June 30, 1994.

(b) All documents filed by the Company pursuant to Section 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), subsequent to December 31, 1993, shall be deemed to be incorporated herein by reference and to be a part of this Registration Statement from the respective dates of filing of such documents.

(c) The Company's common stock has been registered under Section 12(g) of the Exchange Act. A description of the common stock is contained in the Company's Registration Statement on Form S-10 filed with the Commission (Registration No. 34-0556).

Item 4. Description of Securities.

Not required.

Item 5. Interests of Named Experts and Counsel.

Legal matters in connection with the issuance of the Common Stock covered by this Registration Statement is being passed upon by Cooper, White & Cooper, San Francisco, California. Robert M. Raymer, David W. Tucker and Mark P. Schreiber, all of whom are partners of Cooper, White & Cooper, are shareholders of the Company.

The consolidated financial statements of Roseville Telephone Company appearing in Roseville Telephone Company's Annual Report (Form 10-

K) for the year ended December 31, 1993, have been audited by Ernst & Young LLP, independent auditors, as set forth in their report thereon included therein and incorporated herein by reference. Such consolidated financial statements are incorporated herein by reference in reliance upon such report given upon authority of such firm as experts in accounting and auditing. Ernst & Young has no interest in the Company.

Item 6. Indemnification of Directors and Officers.

Section 317 of the California General Corporation Law sets forth conditions and limitations governing the indemnification of officers, directors, and other persons. Articles FIFTH and SIXTH of the Registrant's Restated Articles of Incorporation, as amended, and Section 3.14 of the Bylaws of the Registrant contains indemnification provisions pursuant to authority contained in the above-mentioned California statute.

In accordance with such documents, the Company has broad powers to indemnify directors, officers and other persons against liabilities they may incur in such capacities, within the limitations permitted by law.

Item 7. Exemption from Registration Claimed.

No restricted securities are to be reoffered or resold pursuant to this Registration Statement.

Item 8. Exhibits.

The following documents (unless otherwise indicated) are filed herewith and made a part of the Registration Statement.

Exhibit Number	Description	Method of Filing	Page
4.01	Restated Articles of Incorporation of the Company (Filed as Exhibit I to Form 10-Q Quarterly Report for the quarter ended June 30, 1980), together with Certificate of Amendment amending such Restated Articles of Incorporation (as filed with Exhibit 3(a) to Form 10-K Annual Report for the year ended December 31, 1982), and Certificate of Articles of Incorporation, as amended (Filed as Exhibit 3A to Form 10-K Annual Report for the year ended December 31, 1983)	Incorporated by Reference	

5.01	Internal Revenue Service Determination Letter dated September 21, 1989 (filed as Exhibit 28.01 to Form S-8 Registration Statement effective October 30, 1989 (Registration No. 33-31453))	Incorporated by Reference	
23.01	Consent of Cooper, White & Cooper	Filed Herewith	6
23.02	Consent of Ernst & Young LLP	Filed Herewith	7

Item 9. Undertakings.

(1) The undersigned registrant hereby undertakes (a) to file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement 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; (b) 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; and (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.

(2) 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 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.

(3) 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.

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 Roseville, County of Placer and State of California, on September 22, 1994.

ROSEVILLE TELEPHONE COMPANY

By:

Robert L. Doyle
Chairman of the Board

By:

Brian H. Strom
President 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 capacity and on the date indicated.

Name	Title	Date
Robert L. Doyle	Chairman of the Board	September 22, 1994
Brian H. Strom	President, Chief Executive Officer and Director (principal executive officer)	September 22, 1994
Thomas E. Doyle	Director	September 22, 1994
Michael D. Campbell	Vice President and Chief Financial Officer (principal financial officer and principal	September 22, 1994

accounting officer)

John R. Roberts III Director September 22, 1994

Ralph E. Hoeper Director September 22, 1994

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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 Roseville, County of Placer and State of California, on September 22, 1994.

ROSEVILLE TELEPHONE COMPANY

By: /s/ ROBERT L. DOYLE
Robert L. Doyle
Chairman of the Board

By: /s/ BRIAN H. STROM
Brian H. Strom
President 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 capacity and on the date indicated.

Name	Title	Date
/s/ ROBERT L. DOYLE Robert L. Doyle	Chairman of the Board	September 22, 1994
/s/ BRIAN H. STROM Brian H. Strom	President, Chief Executive Officer and Director (principal executive officer)	September 22, 1994
/s/ THOMAS E. DOYLE Thomas E. Doyle	Director	September 22, 1994
/s/ MICHAEL D. CAMPBELL Michael D. Campbell	Vice President and Chief Financial Officer (principal financial officer and principal	September 22, 1994

accounting officer)

/s/ JOHN R. ROBERTS III Director September 22, 1994
John R. Roberts III

/s/ RALPH E. HOEPER Director September 22, 1994
Ralph E. Hoeper

EXHIBIT 23.01

September 22, 1994

Board of Directors
Roseville Telephone Company
P. O. Box 969
Roseville, CA 95678

Re: Registration Statement on Form S-8

Gentlemen:

We are aware that the Roseville Telephone Company's Registration Statement on Form S-8 as filed with the Securities and Exchange Commission indicates we have passed on legal matters in connection with the issuance of the Company's common stock thereunder, and we hereby consent to all references to us therein.

Very truly yours,

/s/ COOPER, WHITE & COOPER

Exhibit 23.02

Consent of Independent Auditors

We consent to the reference to our firm under the caption "Experts" in the Registration Statement (Form S-8) pertaining to the Roseville Telephone Company Retirement Supplement Plan and to the incorporation by reference therein of our report dated February 25, 1994, with respect to the consolidated financial statements and schedules of Roseville Telephone Company included in its Annual Report (Form 10-K) for the year ended December 31, 1993, filed with the Securities and Exchange Commission.

ERNST & YOUNG LLP

Sacramento, California
September 19, 1994