

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

SCANA CORP

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Mailing Address
MAIL CODE 051
COLUMBIA SC 29218

Business Address
1426 MAIN ST
P O BOX 764
COLUMBIA SC 29201
8033768547

Registration Statement No.

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

TO

Form S-8

REGISTRATION STATEMENT

Under

THE SECURITIES ACT OF 1933

SCANA Corporation

(Exact name of registrant as specified in its charter)

South Carolina

(State or other jurisdiction of incorporation or organization)

57-0784499

(I.R.S. employer identification number)

1426 Main Street, Columbia, South Carolina

(Address of principal executive offices)

29201

(Zip code)

Nonemployee Director Stock Plan

(Full title of the plan)

H. T. Arthur

Vice President and General Counsel and Assistant Secretary

SCANA Corporation

1426 Main Street, Columbia, South Carolina 29201

(Name and address of agent for service)

(803) 376-8547

(Telephone number, including area code, of agent for service)

Copy To:

Elizabeth B. Anders
McNair Law Firm, P. A.
1301 Gervais Street
17th Floor
Columbia, SC 29201
(803) 799-9800

CALCULATION OF REGISTRATION FEE

Title of securities to be registered(1)	Amount to be registered	Proposed maximum offering price per share(2)	Proposed maximum aggregate offering price(2)	Amount of registration fee(2)
Common Stock, no par value	100,000 shares	26 1/8	\$2,612,500	\$792

(1) Estimated pursuant to Rule 457(h) under the Securities Act of 1933, as amended, solely for the purpose of calculating the registration fee based on the average of the high and low prices for the Common Stock of SCANA Corporation (the "Company") as reported on the New York Stock Exchange, Inc. Composite Transactions Reporting System on December 27, 1996.

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Part II

Item 3. Incorporation Of Documents By Reference

This Registration Statement on Form S-8 hereby incorporates the following documents which are not presented herein:

- 1) SCANA Corporation's Annual Report on Form 10-K for the year ended December 31, 1995, as amended.
- 2) SCANA Corporation's Quarterly Reports on Form 10-Q for the periods ended March 31, 1996, June 30, 1996 and September 30, 1996.
- 3) Description of Common Stock of SCANA Corporation as set forth in the Registration Statement for Common Stock of SCANA Corporation under the Exchange Act on Form 8-B dated November 6, 1984, as amended May 26, 1995.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities 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 of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein 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 of this Registration Statement.

Item 4. Description of Securities.
Not Applicable

Item 5. Interests of Named Experts and Counsel.

At December 15, 1996, H. T. Arthur, who is Vice President, General Counsel and Assistant Secretary, and a full-time employee of the Company, owned beneficially 3,700.482 shares of SCANA Corporation Common Stock. The shares held by Mr. Arthur include shares acquired by the Trustee under the Company's Stock Purchase-Savings Plan by use of contributions made by Mr. Arthur and earnings thereon, and shares purchased by the Trustee by use of SCANA Corporation contributions and earnings thereon.

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Item 6. Indemnification of Directors and Officers

The South Carolina Business Corporation Act of 1988 permits, and the Registrant's By-Laws require, indemnification of the Registrant's directors and officers in a variety of circumstances, which may include indemnification for liabilities under the Securities Act. Under Sections 33-8-510, 33-8-550 and 33-8-560 of the South Carolina Business Corporation Act of 1988, a South Carolina corporation is authorized generally to indemnify its directors and officers in civil or criminal actions if they acted in good faith and reasonably believed their conduct to be in the best interests of the corporation and, in the case of criminal actions, had no reasonable cause to believe that the conduct was unlawful. The Registrant's By-Laws require indemnification of directors and officers with respect to expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit or proceeding in which they are made parties by reason of having been a director or officer, except in relation to matters as to which they shall be adjudged to be liable for willful misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability. In addition, the Registrant carries insurance on behalf of directors, officers, employees or agents that may cover liabilities under the Securities Act of 1933. As permitted by Section 33-2-102 of the South Carolina Business Corporation Act of 1988, the Registrant's Restated Articles of Incorporation provide that no director of the corporation shall be liable to the corporation or its shareholders for monetary damages for breach of his fiduciary duty as a director occurring after April 26, 1989, except for (i) any breach of the director's duty of loyalty to the Registrant or its shareholders, (ii) acts or omissions not in good faith or which involve gross negligence, intentional misconduct or a knowing violation of law, (iii) certain unlawful distributions, or (iv) any transaction from which the director derived an improper personal benefit.

Item 7. Exemption from Registration Claimed.

Not Applicable

Item 8. Exhibits

Exhibits required to be filed with this Registration Statement are listed in the Exhibit Index immediately following the signature page. Certain of such exhibits which have heretofore been filed with the Securities and Exchange Commission and which are designated by reference to their exhibit numbers in prior filings are hereby incorporated herein by reference and made a part hereof.

Item 9. Undertakings

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 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;

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(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; and

(4) 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 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.

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 the City of Columbia, State of South Carolina, on this 30th day of December 1996.

(REGISTRANT)

SCANA Corporation

By: s/L. M. Gressette, Jr.
(Name & Title): L. M. Gressette, Jr., Chairman of the Board, Chief Executive Officer and Director

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 date indicated.

(i) Principal executive officer:

By: s/L. M. Gressette, Jr.
(Name & Title): L. M. Gressette, Jr., Chairman of the Board, Chief Executive Officer and Director
Date: December 30, 1996

(ii) Principal financial and accounting officer:

By: s/K. B. Marsh
(Name & Title): K. B. Marsh, Vice-President-Finance
Chief Financial Officer and
Controller
Date: December 30, 1996

(iii) Other Directors:

* B. L. Amick, W. B. Bookhart, Jr., W. T. Cassels, Jr., Hugh M. Chapman, James B. Edwards, E. T. Freeman, B. A. Hagood, W. Hayne Hipp, F. C. McMaster, H. Ponder, J. B. Rhodes, E. C. Wall, Jr.

* Signed on behalf of each of these persons:

s/K. B. Marsh
K. B. Marsh
(Attorney-in-Fact)
December 30, 1996

Directors who did not sign:

None

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EXHIBIT INDEX

Number	Sequentially Numbered Pages
4. Instruments Defining the Rights of Security Holders, Including Indentures	
4.1 Restated Articles of Incorporation of SCANA Corporation as adopted on April 26, 1989 (Exhibit 3-A to Registration Statement No. 33-49145).....	#
4.2 Copy of By-Laws of SCANA Corporation as revised and amended on June 18, 1996 (Exhibit 4B to	

Registration Statement No. 333-18149).....	#
4.3 Copy of SCANA Corporation Nonemployee Director Stock Plan effective January 1, 1997 (Filed herewith).....	8
5. Opinion Re Legality (Filed herewith).....	14
15. Letter Re Unaudited Interim Financial Information Not applicable	
23. Consents of Experts and Counsel	
(a) Consent of Deloitte & Touche LLP (Filed herewith)....	15
(b) Consent of H. T. Arthur (Included in his opinion in Exhibit 5)	
24. Power of Attorney (Filed herewith).....	16
99. Additional Exhibits Not applicable	

Incorporated herein by reference as indicated.

SCANA CORPORATION

NONEMPLOYEE DIRECTOR STOCK PLAN

EFFECTIVE JANUARY 1, 1997

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SCANA CORPORATION

NONEMPLOYEE DIRECTOR STOCK PLAN

SCANA CORPORATION, a South Carolina Corporation (the "Company"), hereby adopts the SCANA Corporation Nonemployee Director Stock Plan (the "Plan").

Article 1. Establishment and Purpose

1.1 Establishment. Having been approved by the Board of Directors of the Company at its August 21, 1996 meeting, the Plan shall become effective as of January 1, 1997 (the "Effective Date"), and shall remain in effect until the expiration or termination of the Plan pursuant to Article 9 herein.

1.2 Purpose. The purpose of the Plan is to promote the achievement of long-term objectives of the Company by linking the personal interests of Eligible Directors, as defined in Article 2(j) herein, to those of the

Company's shareholders and to attract and retain Eligible Directors of outstanding competence by mandating that each quarter 41% (plus a round-up amount in lieu of any fractional share) of the Retainer Fees of each Participant as defined in Article 2(n) herein, be paid in Company Stock. The Plan is intended to conform to the provisions of Rule 16b-3 of the Securities Exchange Act of 1934, as amended, or any replacement rule in effect from time to time ("Rule 16b-3"). This Plan is a compensation plan pertaining only to said 41% of each Participant's Retainer Fees, and is not a pension or welfare benefit plan and is not a deferred compensation plan.

Article 2. Definitions. As used in the Plan, the following terms have the meanings indicated:

- (a) "Act" means the Securities Exchange Act of 1934, as amended.
- (b) "Award" means the award of Company Stock under the Plan.
- (c) "Award Date" means the first day of each quarter of the calendar year.
- (d) "Board of Directors" means the Board of Directors of the Company.
- (e) "Company" means SCANA Corporation, a South Carolina corporation.
- (f) "Company Stock" means the no par value common stock of the Company. In the event of a change in the capital structure of the Company (as provided in Article 7), the shares resulting from such a change shall be deemed to be Company Stock within the meaning of the Plan.
- (g) "Committee" means the Management Development and Corporate Performance Committee of the Board of Directors.
- (h) "Director" means any individual who is a member of the Board of Directors.
- (i) "Effective Date" means January 1, 1997.

- (j) "Eligible Director" means a Director who, at the Award Date, is not employed by the Company or by any Subsidiary of the Company.
- (k) "Fair Market Value" means (i) if the Company Stock is original issue stock, the average of the high and low sales prices of a share of the Company Stock reported on the New York Stock Exchange Composite Tape as published in The Wall Street Journal for the trading date immediately preceding the Award Date and (ii) if the Company Stock is purchased by the Company on the open market, the cost incurred by the Company to purchase such Stock including but not limited to brokerage commissions.
- (l) "Internal Revenue Code" means the Internal Revenue Code of 1986, as amended.
- (m) "Investor Plan" means the SCANA Investor Plus Plan.
- (n) "Participant" means any Eligible Director entitled to receive an Award under the Plan.
- (o) "Plan" means the SCANA Corporation Nonemployee Director Stock Plan.
- (p) "Retainer Fees" means the amount of compensation payable to each Participant with respect to services rendered to the Company as a Director during a Service Period. Such term does not include fees for attending meetings of the Board of Directors or committees of the Board of Directors.
- (q) "Rule 16b-3" means Rule 16b-3 of the Act, as amended, or any replacement rule in effect from time to time.
- (r) "Service Period" means a calendar year.
- (s) "Subsidiary" means an entity of which the Company owns 50% or more of the total combined voting power of all classes of stock.

Article 3. Eligibility. Only Eligible Directors shall participate in the Plan.

Article 4. Share Awards.

4.1 As of each Award Date, each Participant will receive in lieu of cash the smallest number of whole shares of Company Stock which when multiplied by the Fair Market Value would equal no less than 41% of the Participant's Retainer Fees payable on such Award Date.

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4.2 At any time during the last calendar quarter of each calendar year, each Participant may elect to have the shares of Company Stock to be issued to him or her pursuant to the Plan during the next Service Period registered in his or her name. If a Participant does not make such an election, all shares issued pursuant to the Plan during the next Service Period will be deposited into an account in his or her name in the Investor Plan. In the case of a Participant elected during the calendar year, the Participant may make the election to have the shares registered in his or her name at any time between his or her election and the next regularly scheduled Board of Directors' meeting. All cash dividends paid on shares deposited into the Investor Plan will be reinvested in additional shares of Company Stock unless the participant notifies the Investor Plan in accordance with the terms thereof that he or she does not want to reinvest such dividends. During the last quarter of 1996, each Participant who is not then a participant in the Investor Plan shall be provided with a copy of the current Investor Plan Prospectus. During the last quarter of each subsequent calendar year in which there is a change in the Prospectus for the Investor Plan, all Participants who have not been provided previously with a copy of such changed Prospectus shall be provided with a copy of the then-current Prospectus. In addition, each newly-elected Participant who is not a participant in the Investor Plan shall be given an Investor Plan Prospectus shortly after his or her election.

4.3 The shares of Company Stock shall be issued promptly following the Award Date.

4.4 Company Stock shall automatically be awarded under the Plan as described in Section 4.1 above. If at any time there may not be sufficient shares available under the Plan to permit automatic Awards as described above, the automatic Awards shall be reduced pro rata (to zero, if necessary) so as not to exceed the number of shares then available for issuance under the Plan.

Article 5. Stock. Company Stock issued pursuant to the Plan may be either original issue or stock purchased by the Company on the open market. The Company has reserved an aggregate of 100,000 shares of original issue Company Stock for issuance pursuant to the Plan. The aggregate number is subject to adjustment as provided in Article 7. In the event of a change in the capital structure of the Company (as provided in Article 7), the shares resulting from such change shall be deemed to be Company Stock within the meaning of the Plan. The aggregate number of shares of Company Stock reserved shall be reduced by the issuance of shares under the Plan.

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Article 6. Issuance of Company Stock. The Company shall not be required to issue or deliver any certificate for shares of Company Stock before (i) such shares have been admitted to listing on the New York Stock Exchange, (ii) the Company has received any required registration or other qualification of such shares under any state or federal law or regulation that the Company's counsel shall determine is necessary or advisable and (iii) the Company is satisfied that all applicable legal requirements have been complied with. The Company may place on a certificate representing Company Stock any legend deemed necessary by the Company's counsel to comply with federal or state securities laws. Until the Participant has been issued a certificate for the shares of Company Stock acquired, the Participant shall possess no shareholder rights with respect to the shares.

Article 7. Effect of Stock Dividends and Other Changes in Capital Structure. Appropriate adjustments shall be made automatically to the number and kind of shares to be issued under the Plan, and any other relevant provisions of the Plan if there are any changes in the Company Stock by reason of a stock dividend, stock split, combination of shares, spin-off, reclassification, recapitalization, merger, consolidation or other change in the Company's capital stock (including, but not limited to, the creation or issuance to shareholders generally of rights, options or warrants for the purchase of common stock or preferred stock of the Company). If the adjustment would produce fractional shares, the fractional shares shall be eliminated by rounding to

the nearest whole share. Any adjustments shall be made in a manner consistent with Rule 16b-3. Any such adjustments shall neither enhance or diminish the rights of a Participant.

Article 8. Administration of the Plan. The Committee shall be responsible for the proper implementation of the Plan. The Committee shall not exercise any discretion with respect to the administration of the Plan, except as may be permitted by Rule 16b-3. The Committee shall have all powers vested in it by the terms of the Plan. Any decision of the Committee with respect to the Plan shall be final and conclusive. The Committee may act only by a majority of its members in office, except that the members may authorize any one or more of their number or any officer of the Company to execute and deliver documents on behalf of the Committee. The Committee may consult with counsel, who may be counsel to the Company, and shall not incur any liability for action taken in good faith in reliance upon the advice of counsel.

Article 9. Expiration and Termination of the Plan. Company Stock shall be awarded under the Plan until the Plan is terminated by the Board of Directors or until such earlier date when termination of the Plan shall be required by law.

Article 10. Amendments. The Board of Directors may make from time to time such changes in and additions to the Plan as it may deem appropriate, including as may be necessary to ensure compliance with Rule 16b-3 and to cause awards of Company Stock pursuant to the Plan to meet the applicable requirements of the Internal Revenue Code.

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Article 11. Notice. All notices and other communications required or permitted to be given under the Plan shall be in writing and shall be deemed to have been duly given if delivered personally or mailed first class, postage prepaid, as follows: (a) if to the Company, at its principal business address, to the attention of the Secretary; and (b) if to any Participant, at the last address of the Participant known to the sender at the time the notice or other communication is sent.

Article 12. Governing Law/Interpretation. Generally, the Plan, and all agreements hereunder, shall be

construed in accordance with and governed by the laws of the State of South Carolina. The terms of this Plan are also subject to all present and future rulings of the Securities and Exchange Commission with respect to Rule 16b-3. If any provision of the Plan would cause the Plan to fail to meet the requirements of Rule 16b-3, then that provision of the Plan shall be void and of no effect.

Article 13. Severability. In the event any provision of the Plan shall be held illegal or invalid for any reason, the illegality or invalidity shall not affect the remaining parts of the Plan, and the Plan shall be construed and enforced as if the illegal or invalid provisions had not been included.

Article 14. Successors. All obligations of the Company under the Plan with respect to Company Stock to be paid hereunder shall be binding on any successor to the Company, whether the existence of such successor is the result of a direct or indirect purchase, merger, consolidation or otherwise, of all or substantially all of the business or assets of the Company.

December 30, 1996

SCANA Corporation
1426 Main Street
Columbia, South Carolina 29218

Gentlemen:

SCANA Corporation (the "Company") will file with the Securities and Exchange Commission a Registration Statement on Form S-8 for the registration under the Securities Act of 1933, as amended, of up to 100,000 shares of the Company's Common Stock, without par value (the "Stock") to be issued pursuant to the Company's Nonemployee Director Stock Plan (the "Plan").

I am familiar with the preparation of the aforesaid Registration Statement, the Plan and the proceedings of the Company in connection with the proposed issuance of the Stock under the Plan. I have also made such further investigation as I have deemed pertinent and necessary as a basis for this opinion.

Based on the foregoing, I hereby advise you that it is my opinion, upon (a) the aforesaid Registration Statement, as it may be amended, becoming effective; (b) the issuance of original issue Stock in accordance with the terms of the Plan and (c) the due execution, registration and delivery of the original issue Stock to the eligible directors under the Plan; the original issue Stock will have been duly authorized and legally and validly issued and will be fully paid and non-assessable.

I hereby consent to the use of this opinion in connection with the aforesaid Registration Statement and I also consent to the making of the statements with reference to me in the aforesaid Registration Statement.

Very truly yours,

s/H. Thomas Arthur, II
H. Thomas Arthur, II

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in this registration statement of SCANA Corporation on Form S-8 of our report dated February 7, 1996 appearing in and incorporated by reference in the Annual Report on Form 10-K of SCANA Corporation for the year ended December 31, 1995.

s/Deloitte & Touche LLP
DELOITTE & TOUCHE LLP
Columbia, South Carolina
December 30, 1996

POWER OF ATTORNEY

The undersigned directors of SCANA Corporation (the "Company"), hereby appoint L. M. Gressette, Jr., W. B. Timmerman and Kevin B. Marsh, and each of them severally, as the attorney-in-fact of the undersigned, to sign in the name(s) and behalf of the undersigned, in any and all capacities stated therein, and to file with the Securities and Exchange Commission under the Securities Act of 1933, as amended, a Registration Statement on Form S-8, and any and all amendments thereto, with respect to the issuance of up to 100,000 shares of such Company's Common Stock pursuant to the Nonemployee Director Stock Plan.

Dated: October 22, 1996
Columbia, South Carolina

s/B. L. Amick
B. L. Amick
Director

s/Benjamin A. Hagood
Benjamin A. Hagood
Director

s/W. B. Bookhart, Jr.
W. B. Bookhart, Jr.
Director

s/W. Hayne Hipp
W. Hayne Hipp
Director

s/W. T. Cassels, Jr.
W. T. Cassels, Jr.
Director

s/F. Creighton McMaster
F. Creighton McMaster
Director

s/Hugh M. Chapman
Hugh M. Chapman
Director

s/Henry Ponder
Henry Ponder
Director

s/James B. Edwards
James B. Edwards
Director

s/John B. Rhodes
John B. Rhodes
Director

s/Elaine T. Freeman
Elaine T. Freeman
Director

s/E. Craig Wall, Jr.
E. Craig Wall, Jr.
Director