

SECURITIES AND EXCHANGE COMMISSION

FORM S-8

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

Filing Date: **1995-07-28**
SEC Accession No. **0000908834-95-000026**

([HTML Version](#) on [secdatabase.com](#))

FILER

CENTRAL NEWSPAPERS INC

CIK: **854094** | IRS No.: **350220660** | State of Incorporation: **IN** | Fiscal Year End: **1226**
Type: **S-8** | Act: **33** | File No.: **033-61397** | Film No.: **95557043**
SIC: **2711** Newspapers: publishing or publishing & printing

Mailing Address

*135 NORTH PENNSYLVANIA
STREET
SUITE 1200
INDIANAPOLIS IN 46204*

Business Address

*135 N PENNSYLVANIA ST STE
1200
INDIANAPOLIS IN 46204
3172319200*

<TABLE>
<CAPTION>

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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

CENTRAL NEWSPAPERS, INC.
(Exact name of Registrant as specified in its charter)

Indiana 35-0220660
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification No.)

135 North Pennsylvania Street
Suite 1200
Indianapolis, Indiana 46204
(Address of Principal Executive Offices) (Zip Code)

CENTRAL NEWSPAPERS, INC. STOCK COMPENSATION PLAN
(Full title of the plan)

FRANK E. RUSSELL Copy to:
President STEVEN W. THORNTON
Central Newspapers, Inc. Barnes & Thornburg
135 North Pennsylvania Street 1313 Merchants Bank Building
Suite 1200 11 S. Meridian Street
Indianapolis, Indiana 46204 Indianapolis, Indiana 46204

(Name and address of agent for service)
Telephone number of agent for service:
(317) 231-9200

CALCULATION OF REGISTRATION FEE

<S>	<C>	<C>	<C>	<C>
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
Class A Common Stock, without par value per share	800,000 (2)	\$27.6875	\$22,150,000	\$7,637.93

<FN>

- (1) Estimated solely to determine the registration fee and based on the average of the high and low sales prices per share of Class A Common Stock of Central Newspapers, Inc. on July 26, 1995, pursuant to Rule 457(c) and (h).
- (2) Any additional shares of Common Stock to be issued as a result of stock dividends, stock splits, or similar transactions shall be covered by this Registration Statement as provided in Rule 416.

</TABLE>

Pursuant to Rule 429 under the Securities Act of 1933, the Prospectus to be used in connection with this Registration Statement also relates to 2,200,000 shares of Class A Common Stock registered pursuant to Registration Statement No. 33-37566 and Registration Statement No. 33-40776.

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

Document(s) containing information specified by Part I of the form of Registration Statement on Form S-8, promulgated under the Securities Act of 1933, as amended (the "1933 Act"), will be sent or given to participants in the Central Newspapers, Inc. Stock Compensation Plan (the "Plan") as specified in Rule 428(b)(1) promulgated by the Securities and Exchange Commission (the "Commission") under the 1933 Act. Such document(s) are not being filed with the Commission but constitute (along with the documents incorporated by reference into this Form S-8 Registration Statement (the "Registration Statement") pursuant to Item 3 of Part II hereof), a prospectus that meets the requirements of Section 10(a) of the 1933 Act.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents are hereby incorporated by reference into this Registration Statement:

- (1) The Annual Report on Form 10-K of Central Newspapers, Inc. (the "Registrant") for the fiscal year ended December 25, 1994;

(2) The quarterly reports on Form 10-Q of the Registrant for the fiscal quarter ended March 25, 1995;

(3) All other reports filed pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 (the "1934 Act") by the Registrant since December 25, 1994; and

(4) The description of the capital stock of the Registrant contained in the Registrant's Registration Statement on Form 10, which was filed with the Commission on September 13, 1989, and all amendments or reports filed for the purpose of updating such description.

All documents subsequently filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14, and 15(d) of the 1934 Act prior to the filing of a post-effective amendment that indicates that all shares offered hereby have been sold or that deregisters all shares then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part thereof from the date they are filed.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Since September 13, 1990, Kent E. Agness has served as a member of the Board of Directors of the Registrant. Kent E. Agness is a partner of Barnes & Thornburg, the law firm that rendered the opinion attached hereto as Exhibit 6 regarding the validity of the shares of Class A Common Stock of the Registrant that are the subject of this Registration Statement.

Item 6. Indemnification of Directors and Officers.

Section 6.02 of Article 6 of the Registrant's Articles of Incorporation, pursuant to authority contained in the Indiana Business Corporation Law, provides for the indemnification of the Registrant's officers and directors against expenses, judgments, settlements, penalties and fines that may be incurred by them in connection with the defense of any action, suit or proceeding, or in connection with any appeal therein, to which they are made parties if they acted in good faith and in a manner they reasonably believed, in the case of conduct in their official capacity, was in the best interests of the Registrant and, in all other cases, was not opposed to the best interests of the Registrant and, with respect to any criminal action or proceeding, they either had reasonable cause to believe their conduct was lawful or no reasonable cause to believe their conduct was unlawful. Such indemnification is required in cases where the officers or directors are successful, on the merits or otherwise, in the defense of any claim, issue or matter.

The Registrant also maintains directors and officers liability insurance.

Item 7. Exemption from Registration Claimed.

Not Applicable.

Item 8. Exhibits.

The exhibits furnished with the Registration Statement are listed on page E-1.

Item 9. Undertakings.

(a) 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 (i) to include any prospectus required by Section 10(a)(3) of the 1933 Act; (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 clauses (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those clauses is contained in periodic reports filed by the Registrant pursuant to Section 13 or 15(d) of the 1934 Act that are incorporated by reference in the Registration Statement; (2) that, for the purpose of determining any liability under the 1933 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; and (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) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the 1933 Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the 1934 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.

<TABLE>
<CAPTION>

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 Indianapolis, and the State of Indiana, on this 26 day of July, 1995.

CENTRAL NEWSPAPERS, INC.

By /s/ Frank E. Russell

Frank E. Russell
President and Chief Executive
Officer

Each person whose signature appears below hereby constitutes and appoints Frank E. Russell, and each of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8 and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission under the Securities Act of 1933.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the dates indicated.

<S> Signatures	<C> Title	<C> Date
-------------------	--------------	-------------

(1) Principal Executive Officer:

/s/ Frank E. Russell)
-----)
Frank E. Russell	President and)

INDEX TO EXHIBITS

Exhibit No.	Description	Page No. In This Filing
4 (a)	Amended and Restated Articles of Incorporation of Central Newspapers, Inc. (Filed August 10, 1989 with Form S-1 Registration Statement, No. 33-30436).	
4 (b)	Amended and Restated Code of By-Laws of Central Newspapers, Inc. (Filed with Form 10-K for year ended December 29, 1991).	
5	Opinion of Barnes & Thornburg as to the legality of the securities being registered.	Filed Herewith
23.1	Consent of Geo. S. Olive & Co., LLC.	Filed Herewith
23.2	Consent of Barnes & Thornburg (included as part of Exhibit 5).	
24	Power of Attorney (set forth on page S-1 of this Registration Statement).	

</TABLE>

July 26, 1995

Central Newspapers, Inc.
135 North Pennsylvania Street
Suite 1200
Indianapolis, Indiana 46204

Dear Gentlemen:

You have requested our opinion in connection with the Registration Statement on Form S-8 (the "Registration Statement") of Central Newspapers, Inc. (the "Corporation"), relating to the offer and sale of 800,000 shares of the Class A Common Stock, without par value, of the Corporation (the "Common Stock") under the Central Newspapers, Inc. Stock Compensation Plan approved by the Corporation's Board of Directors on March 21, 1995, and by the Corporation's shareholders on April 18, 1995 (the "Plan"). In connection with your request, we have made such examination of the corporate records and proceedings of the Corporation and considered such questions of law and taken such further action as we deemed necessary or appropriate to enable us to render this opinion.

Based upon such examination, we are of the opinion that when the Common Stock has been purchased and the purchase therefor has been paid and when the restricted shares have been granted as contemplated by the Plan as described in the Registration Statement, as the same may be amended, and when the Corporation has complied with the Securities Act of 1933, as amended, and with the securities laws of the State of Indiana and all other jurisdictions in which Common Stock is to be sold pursuant to the exercise of stock options granted under the Plan or is to be granted as restricted shares, the Common Stock will be legally issued, fully paid and nonassessable.

We note that Kent E. Agness, who is a partner of this firm, is also a member of the Board of Directors of the Corporation.

We consent to the filing of this opinion as Exhibit 5 to the Registration Statement. In giving this consent, however, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933 or the Rules and Regulations of the Securities and Exchange Commission thereunder.

Very truly yours,
/s/ BARNES & THORNBURG

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

We consent to incorporation by reference in a Registration Statement on Form S-8 of our report dated February 24, 1995 on the consolidated financial statements of Central Newspapers, Inc. and to the reference to us under the heading "Experts" in the Registration Statement.

/s/ Geo. S. Olive & Co. LLC

Indianapolis, Indiana
July 6, 1995