

# SECURITIES AND EXCHANGE COMMISSION

## FORM S-8

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

Filing Date: **1996-12-30**  
SEC Accession No. **0000895813-96-000118**

([HTML Version](#) on [secdatabase.com](http://secdatabase.com))

### FILER

#### **NORTHWESTERN PUBLIC SERVICE CO**

CIK: **73088** | IRS No.: **460172280** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **S-8** | Act: **33** | File No.: **333-18991** | Film No.: **96688211**  
SIC: **4931** Electric & other services combined

Business Address  
33 *THIRD ST SE*  
*PO BOX 1318*  
*HURON SD 57350-1318*  
6053528411

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

-----

NORTHWESTERN PUBLIC SERVICE COMPANY  
(Exact name of registrant as specified in its charter)

Delaware	46-0172280
(State or other jurisdiction of incorporation or organization)	(I.R.S. employer identification no.)

33 3rd Street, S.E.  
Huron, South Dakota 57350-1605  
(Address of principal executive offices, including zip code)

NORTHWESTERN PUBLIC SERVICE COMPANY  
SUPPLEMENTAL VARIABLE INVESTMENT PLAN  
(Full title of the plan)

Alan D. Dietrich  
Vice President - Administration  
Northwestern Public Service Company  
600 Market Street West  
Huron, South Dakota 57350-1500  
(Name and address of agent for service)

(605) 352-8411  
(Telephone number, including area code, of agent for service)

With a copy to:

Neal A. Mancoff  
Schiff Hardin & Waite  
7200 Sears Tower  
Chicago, Illinois 60606  
(312) 258-5699

-----

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 (1)
Common Stock, par value \$3.50 per share	20,000	\$34.25	\$685,000	\$208
Interests in the Plan	(2)	(2)	(2)	(2)

- (1) Estimated on the basis of \$34.25 per share, the average of the high and low prices of the Common Stock on December 23, 1996, as reported in the consolidated reporting system pursuant to Rule 457(h).
- (2) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the Northwestern Public Service Company Supplemental Variable Investment Plan for which no separate fee is required.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents that have been filed by Northwestern Public Service Company (the "Registrant") are incorporated herein by reference:

- (a) The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 1995;

- (b) The Registrant's Quarterly Reports on Form 10-Q for the quarters ended March 31, 1996, June 30, 1996 and September 30, 1996; and
- (c) The description of the Registrant's Common Stock, par value \$3.50 per share, contained in the Registrant's Registration Statement on Form S-3 filed with the Commission on June 21, 1995, as amended by Amendment No. 1 on Form S-3 filed with the Commission on July 28, 1995.

All documents subsequently filed by the Registrant and/or the Plan 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 securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed incorporated by reference herein and to be a part hereof from the date of filing of such documents.

ITEM 4. DESCRIPTION OF SECURITIES.

Not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Not applicable.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

The By-Laws of the Registrant provide for indemnification by the Registrant of each of its directors and officers to the fullest extent permitted by Delaware law for liability (including liability arising under the Securities Act of 1933) of such director or officer arising by reason of his or her status as a director or officer of the Registrant, provided that he or she met the standards established in the By-Laws, which include requirements that he or she acted in good faith and in a manner he or she reasonably believed to be in the Registrant's best interest. The Registrant will also advance expenses prior to final disposition of an action, suit or proceeding upon receipt of an undertaking by the director or officer to repay such amount if the director or officer is not entitled to indemnification. All rights to indemnification and advancement of expenses are deemed to be a contract between the Registrant and its directors and officers. The determination

that a director or officer has met the standards established in the By-Laws may be made by a majority vote of a quorum consisting of disinterested directors, an opinion of counsel (if no such quorum is

available or even if attainable, a quorum of disinterested directors so directs), a majority vote of stockholders, or a court (which may also overturn any of the preceding determinations).

The directors and officers of the Registrant are covered by insurance policies indemnifying against certain liabilities, including certain liabilities arising under the Securities Act of 1933, as amended (the Securities Act ), which might be incurred by them in such capacities and against which they cannot be indemnified by the Registrant.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

ITEM 8. EXHIBITS.

The exhibits filed herewith or incorporated by reference herein are set forth in the Exhibit Index filed as part of this registration statement on page 8 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:

(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; provided, however, that any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(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, Form S-8 or Form F-3, 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 15(d) of the Securities Exchange Act of 1934 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.

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.

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.

- 3 -

SIGNATURES

THE REGISTRANT. 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 Huron, State of South Dakota, on December 23, 1996.

NORTHWESTERN PUBLIC SERVICE COMPANY  
(Registrant)

By:/s/ Merle D. Lewis

-----  
Merle D. Lewis  
President and Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below hereby constitutes and appoints Merle D. Lewis the true and lawful attorney-in-fact and agent of the undersigned, with full power of substitution and resubstitution, for and in the name, place and stead of the undersigned, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and hereby grants to such attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done, fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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.

Signature -----	Title -----	Date -----
/s/ Merle D. Lewis ----- Merle D. Lewis	President, Chief Executive Officer and Director (Principal Executive Officer)	December 23, 1996
- 4 -		
/s/ Daniel K. Newell ----- Daniel K. Newell	Vice President-Finance and Chief Financial Officer (Principal Financial Officer)	December 23, 1996
/s/ Rogene A. Thaden ----- Rogene A. Thaden	Treasurer (Chief Accounting Officer)	December 23, 1996
/s/ Robert A. Wilkens ----- Robert A. Wilkens	Chairman of the Board and Director	December 23, 1996
/s/ Richard R. Hylland ----- Richard R. Hylland	Director	December 23, 1996
/s/ Jerry W. Johnson ----- Jerry W. Johnson	Director	December 23, 1996



/s/ Aelred J. Kurtenbach Director December 23, 1996  
-----  
Aelred J. Kurtenbach

/s/ Herman Lerdal Director December 23, 1996  
-----  
Herman Lerdal

/s/ Larry F. Ness Director December 23, 1996  
-----  
Larry F. Ness

/s/ Raymond M. Schutz Director December 23, 1996  
-----  
Raymond M. Schutz

- 5 -

/s/ Bruce I. Smith Director December 23, 1996  
-----  
Bruce I. Smith

- 6 -

THE PLAN. Pursuant to the requirements of the Securities Act of 1933, the Plan's administrative committee has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Huron, State of South Dakota, on December 23, 1996.

NORTHWESTERN PUBLIC SERVICE COMPANY SUPPLEMENTAL  
VARIABLE INVESTMENT PLAN

By: /s/ Daniel K. Newell

-----  
Daniel K. Newell  
Member of Administrative Committee

/s/ Thomas A. Gulbranson

-----  
Thomas A. Gulbranson  
Member of Administrative Committee

/s/ Alan D. Dietrich

-----  
Alan D. Dietrich  
Member of Administrative Committee

EXHIBIT NUMBER -----	DESCRIPTION -----	PAGE NO. -----
5	Opinion of Schiff Hardin & Waite.	
23.1	Consent of Arthur Andersen LLP.	
23.2	Consent of Schiff Hardin & Waite (contained in their opinion filed as Exhibit 5).	
24	Powers of Attorney (contained on the signature pages hereto).	



SCHIFF HARDIN & WAITE  
7200 SEARS TOWER  
CHICAGO, ILLINOIS 60606

Neal A. Mancoff  
(312) 258-5699

EXHIBIT 5

December 30, 1996

Northwestern Public Service Company  
33 3rd Street, S.E.  
P.O. Box 1318  
Huron, South Dakota 57350

RE: NORTHWESTERN PUBLIC SERVICE COMPANY -- REGISTRATION OF  
20,000 SHARES OF COMMON STOCK, PAR VALUE \$3.50 PER SHARE, ON  
FORM S-8

-----

Ladies and Gentlemen:

We have acted as counsel to Northwestern Public Service Company, a Delaware corporation (the "Company"), in connection with the Company's filing of a Registration Statement on Form S-8 (the "Registration Statement") relating to the offering and sale by the Company of 20,000 shares of Common Stock of the Company, \$3.50 par value per share (the "Shares"), as more fully described in the Registration Statement, through the Northwestern Public Service Company Supplemental Variable Investment Plan (the "Plan"). The Registration Statement also covers an indeterminate amount of interests to be offered or sold under the Plan.

In this connection, we have examined such corporate records, certificates and other documents and have made such other factual and legal investigations as we have deemed necessary or appropriate for purposes of this opinion.

Based upon the foregoing, we are of the opinion that the Shares have been duly authorized, and when issued and upon payment therefor, as contemplated in the Registration Statement, will be legally issued, fully paid and nonassessable.

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

Very truly yours,

SCHIFF HARDIN & WAITE

By: /s/ Neal A. Mancoff

-----  
Neal A. Mancoff

ARTHUR ANDERSEN

EXHIBIT 23.1

CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

As independent public accountants, we hereby consent to the incorporation by reference in this registration statement on Form S-8 of our report dated February 2, 1996 incorporated by reference in Northwestern Public Service Company's Annual Report on Form 10-K for the year ended December 31, 1995 and to all references to our Firm included in this registration statement.

/s/ ARTHUR ANDERSEN LLP

Minneapolis, Minnesota  
December 26, 1996