

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

UNUM CORP

CIK: **795581** | IRS No.: **010405657** | State of Incorporation: **DE** | Fiscal Year End: **1231**
Type: **S-8** | Act: **33** | File No.: **033-52741** | Film No.: **94516819**
SIC: **6321** Accident & health insurance

Mailing Address
2211 CONGRESS STREET
PORTLAND ME 04122

Business Address
2211 CONGRESS ST
PORTLAND ME 04122
2077702211

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

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

UNUM CORPORATION
(Exact name of issuer as specified in its charter)

Delaware
(State of incorporation)

01-0405657
(I.R.S. Employer Identification No.)

2211 Congress Street
Portland, Maine 04122
(Address of Principal Executive Office) (Zip Code)

UNUM CORPORATION
1990 LONG-TERM STOCK INCENTIVE PLAN
(Full Title of the Plan)

KEVIN J. TIERNEY, Esquire
Secretary
UNUM CORPORATION
2211 Congress Street
Portland, Maine 04122
(207) 770-4363
(Name, address and telephone number of agent for service)

CALCULATION OF REGISTRATION FEE

Title of Securities To Be Registered	Amount To Be Registered	Proposed Maximum Aggregate Offering Price Per Share (1)	Proposed Maximum Aggregate Offering Price (1)	Amount of Registration Fee
Common Stock	3,300,000	\$56.938	\$187,895,400.00	\$64,791.97

\$.10 Par
Value

(1) Pursuant to Rule 457(c) and (h) under the Securities Act of 1933, the maximum aggregate offering price was calculated, for the shares of common stock that may be purchased under the Plan, based on the average of the high and low prices of such common stock as reported on the New York Stock Exchange on March 16, 1994.

AMENDMENTS TO THE 1990 LONG-TERM STOCK INCENTIVE PLAN

The Plan was amended to provide for the following changes:

Date of Amendment	Purpose of Amendment
12/13/90	To add sub-section 12(k) which authorizes the Committee to grant Awards to eligible Participants relative to surrendering of existing rights under this or other Employer benefit plan.
2/14/92	To reflect the two-for-one split of the Corporation's Common Stock, which was approved by the Corporation's Board of Directors on 2/14/92 with a payment date of the split of 3/9/92.
9/11/92	To allow Optionees to elect to pay the exercise price and taxes due for Options by having the shares of Common Stock to be issued by the Corporation to be sold by a broker in a manner that meets the requirements of 12 C.F.R. Section 220.
3/12/93	To increase the maximum number of shares of Common Stock which may be issued pursuant to the Plan from 3,500,000 to 6,800,000.

This information has been updated by way of a new supplement to the prospectus. A copy of the 1990 Long-Term Stock Incentive Plan was filed as Exhibit 4 in the Registration Statement previously filed with the Securities

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

The information contained in the Registration Statement with the Securities and Exchange Commission on December 14, 1990, as Registration No. 33-38225, is incorporated herein by reference.

8. Exhibits

Exhibit No.	Description
5	Opinion of Counsel
15 15.1	Acknowledgments of Independent Accountants
23	Consent of Independent Accountants
24	Power of Attorney

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 Portland, Maine, on the 18th day of March, 1994.

UNUM Corporation

By: /s/ James F. Orr III
James F. Orr III, President

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities indicated on the date indicated.

Signature

Title

Date

/s/ Rodney N. Hook Chief Financial Officer March 18, 1994
Rodney N. Hook

/s/ Stephen D. Roberts Vice President and March 18, 1994
Stephen D. Roberts Controller

* Director March 18, 1994
Gayle O. Averyt

* Director March 18, 1994
Kenneth S. Axelson

* Director March 18, 1994
Robert E. Dillon, Jr.

* Director March 18, 1994
Gwain H. Gillespie

* Director March 18, 1994
Ronald E. Goldsberry

Signature

Title

Date

* Director March 18, 1994
Donald W. Harward

* Director March 18, 1994
Cynthia A. Montgomery

* Director March 18, 1994
James L. Moody, Jr.

* Director March 18, 1994
Lawrence R. Pugh

*	Director	March 18, 1994
Lois Dickson Rice		
*	Director	March 18, 1994
John W. Rowe		
*	Director	March 18, 1994
Robert L. Swiggett		

* John-Paul DeRosa, by signing his name hereto, does sign this document on behalf of the person indicated above pursuant to a power of attorney duly executed by such person and filed as an exhibit to this Registration Statement.

/s/ John-Paul DeRosa
 John-Paul DeRosa
 Assistant Secretary
 Attorney-in-Fact

Dated: March 18, 1994

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EXHIBIT 5

March 18, 1994

UNUM Corporation
2211 Congress Street
Portland, ME 04122

Gentlemen:

As counsel and Secretary for UNUM Corporation, a Delaware corporation (the "Company"), I am familiar with the company's 1990 Long-Term Stock Incentive Plan (the "Plan") and the registration under the Securities Act of 1933 on Form S-8 of the 3,300,000 shares of Common Stock, \$.10 par value per share, of the Company (the "Shares") reserved for issuance under the Plan.

Based upon my examination of the Plan and such other documents as I have deemed relevant hereto, I am of the opinion that the Shares, when issued and paid for pursuant to the Plan, will be validly issued and outstanding, fully paid and nonassessable.

I hereby consent to the filing of this opinion as Exhibit no. 5 to the Registration Statement on Form S-8 relating to the Shares and the Plan.

Very truly yours,

/s/ Kevin J. Tierney
Kevin J. Tierney
General Counsel

EXHIBIT 15

ERNST & YOUNG LETTERHEAD

March 17, 1994

To the Directors and Stockholders

UNUM Corporation
Portland, Maine

We are aware of the incorporation by reference in the Registration Statement (Form S-8) of UNUM Corporation pertaining to the 1990 Long-Term Stock Incentive Plan of UNUM Corporation, of our reports dated April 28, 1993 and July 23, 1993 relating to the unaudited consolidated interim financial statements of UNUM Corporation and subsidiaries which are included in its Forms 10-Q for the quarters ended March 31, 1993 and June 30, 1993.

Pursuant to Rule 436(c) of the Securities Act of 1933 our reports are not a part of the registration statement prepared or certified by accountants within the meaning of Section 7 or 11 of the Securities Act of 1933.

EXHIBIT 15.1

COOPERS & LYBRAND LETTERHEAD

Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, DC 20549

We are aware that our report dated October 22, 1993 on our review of interim financial information of UNUM Corporation for the three-month and nine-month periods ended September 30, 1993, and included in the Company's quarterly report on Form 10-Q for the quarter then ended is incorporated by reference in the Registration Statement (Form S-8) pertaining to the 1990 Long-Term Stock Incentive Plan of UNUM Corporation. Pursuant to Rule 436(c) under the Securities Act of 1933, this report should not be considered a part of the registration statement prepared or certified by accountants within the meaning of Section 7 and 11 of that Act.

March 18, 1994

EXHIBIT 23

ERNST & YOUNG LETTERHEAD

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in this Registration Statement of UNUM Corporation on Form S-8 pertaining to the 1990 Long-Term Stock Incentive Plan of UNUM Corporation of our report dated March 26, 1993, with respect to the supplemental consolidated financial statements and schedules of UNUM Corporation and subsidiaries included in the Current Report (Form 8-K) dated September 21, 1993, filed with the Securities and Exchange Commission.

March 17, 1994
Boston, Massachusetts

EXHIBIT 24

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Kevin J. Tierney and John-Paul DeRosa his true and lawful attorneys-in-fact and agents, each acting alone, with full powers of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities to sign a Registration Statement on Form S-8 pursuant to the Securities Act of 1933 in order to register an additional 3,300,000 shares of the Corporation's Common Stock under said Act for issuance under the Corporation's 1990 Long-Term Stock Incentive Plan, and any or all amendments to such Registration Statement, including post-effective amendments, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, and hereby ratifies and confirms all his said attorneys-in-fact and agents, each acting alone, or his substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

Witness our signatures on the date set forth below:

	Signature	Title	Date
/s/	Gayle O. Averyt Gayle O. Averyt	Director	December 9, 1993
/s/	Kenneth S. Axelson Kenneth S. Axelson	Director	December 9, 1993
/s/	Robert E. Dillon, Jr. Robert E. Dillon, Jr.	Director	December 9, 1993
/s/	Gwain H. Gillespie Gwain H. Gillespie	Director	December 9, 1993

	Signature	Title	Date
/s/	Ronald E. Goldsberry Ronald E. Goldsberry	Director	December 9, 1993
/s/	Donald W. Harward Donald W. Harward	Director	December 9, 1993
/s/	Cynthia A. Montgomery Cynthia A. Montgomery	Director	December 9, 1993
/s/	James L. Moody, Jr. James L. Moody, Jr.	Director	December 9, 1993
/s/	Lawrence R. Pugh Lawrence R. Pugh	Director	December 9, 1993
/s/	Lois Dickson Rice Lois Dickson Rice	Director	December 9, 1993
/s/	John W. Rowe John W. Rowe	Director	December 9, 1993

/s/ Robert L. Swiggett
Robert L. Swiggett

Director

December 9, 1993