

SECURITIES AND EXCHANGE COMMISSION

FORM S-8

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

Filing Date: **2013-01-28**
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FILER

MCCORMICK & CO INC

CIK: [63754](#) | IRS No.: **520408290** | State of Incorporation: **MD** | Fiscal Year End: **1130**
Type: **S-8** | Act: **33** | File No.: [333-186250](#) | Film No.: **13552000**
SIC: **2090** Miscellaneous food preparations & kindred products

Mailing Address
*18 LOVETON CIRCLE
P O BOX 6000
SPARKS MD 21152*

Business Address
*18 LOVETON CIRCLE
P O BOX 6000
SPARKS MD 21152
4107717301*

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM S-8

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

McCORMICK & COMPANY, INCORPORATED

(Exact name of registrant as specified in its charter)

Maryland

(State or other jurisdiction of incorporation or organization)

52-0408290

(IRS Employer Identification Number)

18 Loveton Circle, Sparks, Maryland

(Address of principal executive offices)

21152

(Zip code)

2005 Deferred Compensation Plan

(Full title of the plan)

**W. Geoffrey Carpenter
Vice President, General Counsel & Secretary
McCormick & Company, Incorporated**

18 Loveton Circle

Sparks, Maryland 21152

(Name and address of agent for service)

(410) 771-7301

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

Copies to:

**Alan L. Dye
C. Alex Bahn
Hogan Lovells US LLP
555 Thirteenth Street, N.W.
Washington, D.C. 20004-1109
(202) 637-5600**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act (Check one):

Large accelerated filer Accelerated filer
 Non-accelerated filer Smaller reporting company
 (Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be Registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee (2)
Deferred Compensation Obligations	\$11,000,000	100%	\$11,000,000	\$1,500.40

The Deferred Compensation Obligations are unsecured obligations to pay deferred compensation in the future in accordance
 (1) with the terms of the McCormick & Company, Incorporated 2005 Deferred Compensation Plan.
 (2) Calculated pursuant to Rule 457(h) solely for the purpose of determining the registration fee.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed to register additional Deferred Compensation Obligations authorized for issuance under the McCormick & Company, Incorporated 2005 Deferred Compensation Plan, as amended and restated (the "Plan").

\$11,000,000 of Deferred Compensation Obligations were previously registered on a Registration Statement on Form S-8 (Registration No. 333-155775), filed on November 28, 2008 (the "Prior Form S-8"). As permitted by General Instruction E to Form S-8, this Registration Statement incorporates by reference the contents of the Prior Form S-8.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents, which have been filed by McCormick & Company, Incorporated (the “Company”) with the Securities and Exchange Commission (the “Commission”), are incorporated in this Registration Statement by reference:

- (a) The Company’s Annual Report on Form 10-K for the year ended November 30, 2012; and
- (b) The description of the Company’s common stock, filed in the Company’s Registration Statement on Form 8-A12B filed on August 30, 2001.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, 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 to be incorporated by reference herein 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 which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

The Exhibits to this Registration Statement are listed on the exhibit index, which appears elsewhere herein, and are incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 County of Baltimore, State of Maryland, on the 28th day of January, 2013.

McCormick & Company, Incorporated

By: /s/ Alan D. Wilson

Alan D. Wilson

Chairman, President, Chief Executive Officer and Director

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 28th day of January, 2013.

<u>Signature</u>	<u>Title</u>
<u>/s/ Alan D. Wilson</u> Alan D. Wilson	Chairman, President, Chief Executive Officer and Director
<u>/s/ Gordon M. Stetz, Jr.</u> Gordon M. Stetz, Jr.	Executive Vice President, Chief Financial Officer and Director
<u>/s/ Kenneth A. Kelly, Jr.</u> Kenneth A. Kelly, Jr.	Senior Vice President and Controller

A majority of the Board of Directors:

John P. Bilbrey, James T. Brady, J. Michael Fitzpatrick, Freeman A. Hrabowski, III, Patricia Little, Michael D. Mangan, Margaret M.V. Preston, George A. Roche, Gordon M. Stetz, Jr., William E. Stevens, Jacques Tapiero and Alan D. Wilson.

By: /s/ W. Geoffrey Carpenter, Attorney-in-Fact

W. Geoffrey Carpenter

Attorney-in-Fact

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
5.1	Opinion of W. Geoffrey Carpenter
10.1	2005 Deferred Compensation Plan, amended and restated with an effective date of January 1, 2005 (incorporated by reference from Exhibit 4.1 of McCormick's Form S-8, Registration No. 333-155775, as filed with the Securities and Exchange Commission on November 28, 2008)
23.1	Consent of Ernst & Young LLP
23.2	Consent of counsel (included in Exhibit 5.1)
24.1	Power of Attorney



January 28, 2013

Board of Directors
McCormick & Company, Incorporated
18 Loveton Circle
Sparks, Maryland 21152

Ladies and Gentlemen:

I am Vice President, General Counsel & Secretary of McCormick & Company, Incorporated, a Maryland corporation (the “**Company**”). I am providing this opinion letter in connection with the Company’s registration statement on Form S-8 (the “**Registration Statement**”), filed with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the “**Securities Act**”) relating to the proposed offering of up to \$11,000,000 of deferred compensation obligations that may be incurred by the Company upon election by eligible participants (the “**Obligations**”) pursuant to the Company’s 2005 Deferred Compensation Plan, as amended and restated (the “**Plan**”), in addition to the \$11,000,000 Obligations originally reserved under the Plan. This opinion letter is furnished to you at your request to enable you to fulfill the requirements of Item 601(b)(5) of Regulation S-K, 17 C.F.R. § 229.601(b)(5), in connection with the Registration Statement.

For purposes of this opinion letter, I have examined copies of such agreements, instruments and documents as I have deemed an appropriate basis on which to render the opinions hereinafter expressed. In my examination of the aforesaid documents, I have assumed the genuineness of all signatures, the legal capacity of all natural persons, the accuracy and completeness of all documents submitted to me, the authenticity of all original documents, and the conformity to authentic original documents of all documents submitted to me as copies (including telecopies). As to all matters of fact, I have relied on the representations and statements of fact made in the documents so reviewed, and I have not independently established the facts so relied on. This opinion letter is given, and all statements herein are made, in the context of the foregoing.

This opinion letter is based as to matters of law solely on the Corporations and Associations Article of the Annotated Code of Maryland, as amended. I express no opinion herein as to any other laws, statutes, ordinances, rules, or regulations.

Based upon, subject to and limited by the foregoing, I am of the opinion that following (i) effectiveness of the Registration Statement, and (ii) deferral of the compensation giving rise to the Obligations in accordance with the terms of the Plan, the Obligations will constitute binding obligations of the Company.

This opinion letter has been prepared for use in connection with the Registration Statement. I assume no obligation to advise you of any changes in the foregoing subsequent to the effective date of the Registration Statement.

I hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement. In giving this consent, I do not thereby admit that I am an “expert” within the meaning of the Securities Act.

Very truly yours,

/s/ W. Geoffrey Carpenter

W. Geoffrey Carpenter

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the 2005 Deferred Compensation Plan of McCormick & Company, Incorporated and subsidiaries of our reports dated January 25, 2013, with respect to the consolidated financial statements and schedule of McCormick & Company, Incorporated and subsidiaries and the effectiveness of internal control over financial reporting of McCormick & Company, Incorporated, included in its Annual Report (Form 10-K) for the year ended November 30, 2012, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Baltimore, Maryland

January 25, 2013

McCormick & Company, Incorporated

Power of Attorney

KNOW ALL MEN BY THESE PRESENTS, that the undersigned officers and directors of McCormick & Company, Incorporated, a Maryland corporation with offices at 18 Loveton Circle, Sparks, Maryland 21152 (the "Company"), hereby constitute and appoint Alan D. Wilson, Gordon M. Stetz, Jr., and W. Geoffrey Carpenter, jointly and severally, each in his own capacity, his or her true and lawful attorneys-in-fact, with full power of substitution, for him or her and his or her name, place and stead, in any and all capacities, to sign this Registration Statement on Form S-8 registering Deferred Compensation Obligations for issuance pursuant to the 2005 Deferred Compensation Plan, as amended, any and all amendments to this Registration Statement, or any Registration Statement filed pursuant to Rule 462 under the Securities Act, 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 with full power and authority to do so 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, hereby ratifying and confirming all that said attorneys-in-fact, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Alan D. Wilson</u> Alan D. Wilson	Chairman, President, Chief Executive Officer and Director	January 22, 2013
<u>/s/ Gordon M. Stetz, Jr.</u> Gordon M. Stetz, Jr.	Executive Vice President, Chief Financial Officer and Director	January 22, 2013
<u>/s/ Kenneth A. Kelly, Jr.</u> Kenneth A. Kelly, Jr.	Senior Vice President and Controller	January 22, 2013
<u>/s/ John P. Bilbrey</u> John P. Bilbrey	Director	January 22, 2013
<u>/s/ James T. Brady</u> James T. Brady	Director	January 22, 2013
<u>/s/ J. Michael Fitzpatrick</u> J. Michael Fitzpatrick	Director	January 22, 2013
<u>/s/ Freeman A. Hrabowski, III</u> Freeman A. Hrabowski, III	Director	January 22, 2013

/s/ Michael D. Mangan Director January 22, 2013
Michael D. Mangan

/s/ Patricia Little Director January 22, 2013
Patricia Little

/s/ Margaret M.V. Preston Director January 22, 2013
Margaret M.V. Preston

/s/ George A. Roche Director January 22, 2013
George A. Roche

/s/ William E. Stevens Director January 22, 2013
William E. Stevens

/s/ Jacques Tapiero Director January 22, 2013
Jacques Tapiero