

# SECURITIES AND EXCHANGE COMMISSION

## FORM S-8

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

Filing Date: **1994-03-01**  
SEC Accession No. **0000950123-94-000439**

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### FILER

#### **FIRST FIDELITY BANCORPORATION /NJ/**

CIK: **823870** | IRS No.: **222826775** | State of Incorporation: **NJ** | Fiscal Year End: **1231**  
Type: **S-8** | Act: **33** | File No.: **033-52469** | Film No.: **94514109**  
SIC: **6021** National commercial banks

Business Address  
2673 MAIN STREET  
15TH FLOOR  
NEWARK NJ 08648  
6098956800

SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

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

FIRST FIDELITY BANCORPORATION  
 (Exact name of issuer as specified in its charter)

<TABLE>  
 <S> New Jersey <C> 22-2826775  
 (State or other jurisdiction of (I.R.S. Employer Identification No.)  
 incorporation of organization)  
 </TABLE>

2673 Main Street  
 Lawrenceville, New Jersey 08648  
 (Address of principal executive offices)

FIRST FIDELITY BANCORPORATION SAVINGS PLAN  
 (Full title of the plan)

JAMES L. MITCHELL, ESQUIRE  
 First Fidelity Bancorporation  
 550 Broad Street  
 Newark, New Jersey 07102  
 (Name and address of agent for service)

(201) 565-7119  
 (Telephone number, including area code, of agent for service)

Copy to:  
 JAMES W. JENNINGS  
 Morgan, Lewis & Bockius  
 2000 One Logan Square  
 Philadelphia, PA 19103-6993  
 (215) 963-5276

CALCULATION OF REGISTRATION FEE

<TABLE>  
 <CAPTION>

Title of securities to be registered (1)	Number of shares to be registered (2)	Proposed maximum offering price per share (3)	Proposed maximum aggregate offering price (3)	Amount of registration fee (4)
<S> Common Stock, Par Value \$1.00 per share	<C> 500,000	<C> \$43.44	<C> \$21,720,000	<C> \$7,489

- </TABLE>
- (1) This registration statement covers shares of Common Stock of First Fidelity Bancorporation which may be offered or sold pursuant to the First Fidelity Bancorporation Savings Plan. 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 employee benefit plan described herein. Pursuant to Rule 457(h)(2), no separate registration fee is required with respect to the interests in the plan.
  - (2) Each share of Common Stock covered by this registration statement has attached thereto one Right to Purchase Series E Junior Participating Preferred Stock of First Fidelity Bancorporation and such Rights are included in this registration statement. Because the Rights are issued for no additional consideration, no additional registration fee is required.
  - (3) Estimated pursuant to paragraphs (c) and (h) of Rule 457 solely for the purpose of calculating the registration fee, based upon the average of the reported high and low sales prices for a share of Common Stock on

- (4) Calculated pursuant to Section 6(b) as follows: 1/29 of one percent of the proposed maximum aggregate offering price.
- =====

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PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Pursuant to General Instruction E of Form S-8, the contents of the Company's earlier Registration Statements on Form S-8 (Registration No. 33-20089 and Registration No. 33-45404) relating to the First Fidelity Bancorporation Savings Plan are incorporated herein by reference.

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents, as filed by First Fidelity Bancorporation (the "Company") with the Securities and Exchange Commission, are incorporated by reference in this Registration Statement and made a part hereof:

(a) The Company's Annual Report on Form 10-K for the year ended December 31, 1992, filed pursuant to Section 13(a) of the Securities Exchange Act of 1934 (the "Exchange Act"), and the Annual Report on Form 11-K for the First Fidelity Bancorporation Savings Plan (the "Savings Plan") for the year ended December 31, 1992, filed pursuant to Section 15(d) of the Exchange Act.

(b) All other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the annual reports referred to in (a) above.

(c) The description of the Common Stock and the Rights to Purchase Series E Junior Participating Preferred Stock of the Company contained in the Company's most recent registration statements filed under the Exchange Act, including any amendment or report filed for the purpose of updating such descriptions.

All reports and other documents subsequently filed by the Company or the Savings Plan 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 part hereof from the date of filing of such documents. Any statement contained in any document, all or a portion of which is 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 or 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 4. DESCRIPTION OF SECURITIES.

Not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Not applicable.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Section 3-5, Title 14A, of the New Jersey Business Corporation Act contains detailed provisions for indemnification of directors and officers of New Jersey corporations against expenses, judgments, fines and settlements in connection with litigation.

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The Company's Restated Certificate of Incorporation and By-laws provide for indemnification of the Company's directors and officers against certain liabilities. The Company's Restated Certificate of Incorporation also eliminates liability of directors and officers for monetary damages in certain instances.

The Company has obtained directors' and officers' liability insurance policies which insure its directors and officers and the directors and officers of its subsidiaries in certain circumstances.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

ITEM 8. EXHIBITS.

The following is a list of exhibits filed as part of this Registration Statement.

Exhibit Number	Exhibit
<S>	<C>
5.1	Opinion of Counsel for First Fidelity Bancorporation.
5.2	Internal Revenue Service Determination Letter (incorporated by reference to Exhibit 5(c) to the Company's Registration Statement on Form S-8 (No. 33-20089)), filed with the Commission on February 11, 1988. The Registrant undertakes that it will submit any amendments thereto to the Internal Revenue Service (the "IRS") in a timely manner and has made or will make all changes required by the IRS in order to qualify the Savings Plan.
15.1	Letter of KPMG Peat Marwick regarding unaudited interim financial information.
23.1	Consent of KPMG Peat Marwick
23.2	Consent of Counsel for First Fidelity Bancorporation (included in Exhibit 5.1).
24.1	Power of Attorney

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 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; 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;

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Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) of this section do not apply if the registration statement is on Form S-3 or Form S-8 and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the Company pursuant to Section 13 or Section 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 that remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for the purpose of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) of the Exchange Act (and each filing of the Savings Plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this 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 bonafide offering thereof.

(c) 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

The Registrant. Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant 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 Newark, State of New Jersey on February 28, 1994.

FIRST FIDELITY BANCORPORATION

By: /s/JAMES L. MITCHELL

-----  
James L. Mitchell  
Executive Vice President, General  
Counsel and Secretary

The Plan. Pursuant to the requirements of the Securities Act of 1933, the Administrative Committee of the First Fidelity Bancorporation Savings Plan has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Newark, State of New Jersey, on February 28, 1994.

FIRST FIDELITY BANCORPORATION  
SAVINGS PLAN

By: ADMINISTRATIVE COMMITTEE

By: /s/WILLIAM A. KARMEN

-----  
William A. Karmen  
Chairman of the  
Administrative Committee

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

<TABLE>  
<CAPTION>

Signature	Title	Date
<S> /s/ANTHONY P. TERRACCIANO ----- Anthony P. Terracciano	<C> Chairman of the Board, President and Chief Executive Officer	February 17, 1994
/s/LOUIS E. AZZATO ----- Louis E. Azzato	Director	February 17, 1994
/s/EDWARD E. BARR	Director	February 17, 1994

-----  
Edward E. Barr

/s/ROLAND K. BULLARD, II

Director

February 17, 1994

-----  
Roland K. Bullard, II

</TABLE>

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<TABLE>

<CAPTION>

Signature

Title

Date

<S>

-----  
/s/LEE A. BUTZ

<C>

Director

<C>

February 17, 1994

-----  
Lee A. Butz

/s/LUTHER R. CAMPBELL, JR.

Director

February 17, 1994

-----  
Luther R. Campbell, Jr.

/s/JOHN GILRAY CHRISTY

Director

February 17, 1994

-----  
John Gilray Christy

/s/JAMES G. CULLEN

Director

February 17, 1994

-----  
James G. Cullen

/s/GONZALO DE LAS HERAS

Director

February 17, 1994

-----  
Gonzalo de Las Heras

/s/E. JAMES FERLAND

Director

February 17, 1994

-----  
E. James Ferland

Director

February 17, 1994

-----  
Arthur M. Goldberg

/s/LESLIE E. GOODMAN

Director

February 17, 1994

-----  
Leslie E. Goodman

/s/FRANK M. HENRY

Director

February 17, 1994

-----  
Frank M. Henry

/s/WILLIAM F. HYLAND

Director

February 17, 1994

-----  
William F. Hyland

/s/JUAN RODRIGUEZ INCIARTE

Director

February 17, 1994

-----  
Juan Rodriguez Inciarte

/s/JOHN R. KENNEDY

Director

February 17, 1994

-----  
John R. Kennedy

/s/ROCCO J. MARANO

Director

February 17, 1994

-----  
Rocco J. Marano

/s/JAMES D. MORRISSEY, JR.

Director

February 17, 1994

-----  
James D. Morrissey, Jr.

</TABLE>

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<TABLE>  
<CAPTION>

Signature	Title	Date
<S> /s/JOSEPH NEUBAUER ----- Joseph Neubauer	<C> Director	<C> February 17, 1994
/s/PETER C. PALMIERI ----- Peter C. Palmieri	Director	February 17, 1994
/s/WOLFGANG SCHOELLKOPF ----- Wolfgang Schoellkopf	Principal Financial Officer and Director	February 17, 1994
/s/ROBERT MONTGOMERY SCOTT ----- Robert Montgomery Scott	Director	February 17, 1994
/s/REBECCA STAFFORD ----- Rebecca Stafford	Director	February 17, 1994
/s/SEFTON STALLARD ----- Sefton Stallard	Director	February 17, 1994
/s/BERNARD C. WATSON ----- Bernard C. Watson	Director	February 17, 1994
/s/ANTHONY R. BURRIESCI ----- Anthony R. Burriesci	Principal Accounting Officer	February 17, 1994

</TABLE>

By: /s/JAMES L. MITCHELL  
-----  
James L. Mitchell  
Attorney-in-fact

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INDEX TO EXHIBITS

<TABLE>  
<CAPTION>

Exhibit Number	Document	Sequentially Numbered Page
<S> 5.1*	<C> Opinion of Counsel for First Fidelity Bancorporation	<C> E-2
5.2	Internal Revenue Service Determination Letter (incorporated by reference)	
15.1*	Letter of KPMG Peat Marwick regarding Unaudited Interim Financial Information.	E-5

23.1*	Consent of KPMG Peat Marwick	E-7
23.2	Consent of Counsel for First Fidelity Bancorporation (included in Exhibit 5.1)	
24.1*	Power of Attorney	E-9

\* Filed herewith.



## EXHIBIT 5.1

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[FIRST FIDELITY BANCORPORATION LETTERHEAD]

March 1, 1994

First Fidelity Bancorporation  
550 Broad Street  
Newark, New Jersey 07102

Dear Sirs,

The Office of the General Counsel of First Fidelity Bancorporation, a New Jersey corporation (the "Company"), has represented the Company in connection with the registration of up to 500,000 shares (the "Shares") of its Common Stock, par value \$1.00 per share (the "Common Stock") and the related Preferred Share Purchase Rights (the "Rights") on a registration statement on Form S-8 (the "Registration Statement") filed pursuant to the Securities Act of 1933, as amended (the "Act"). The Shares and accompanying Rights will be issued pursuant to the First Fidelity Bancorporation Savings Plan (the "Plan").

We have examined such corporate records, certificates and other documents and such questions of law as we have considered necessary or appropriate for the purposes of this opinion.

Upon the basis of such examination, we advise you that, in our opinion:

- (1) When the Registration Statement with respect to the Shares becomes effective under the Act and the Shares are issued in accordance with the terms of the Registration Statement and the Plan, the Shares will be duly and validly issued, fully paid and nonassessable; and

- (2) When the Registration Statement becomes effective under the Act, the Shares and the Rights have been duly issued as contemplated in the Registration Statement and the Plan and when the Rights are issued as authorized in accordance with the Preferred Share Purchase Rights Plan, dated as of August 17, 1989, as amended, between the Company and First Fidelity Bank, N.A. (formerly First Fidelity Bank, N.A., New Jersey), as rights agent, the Rights will be validly issued.

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First Fidelity Bancorporation

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Our opinion set forth herein is limited to the Federal laws of the United States and the general corporation laws of the State of New Jersey.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Act or the rules or regulations of the Securities and Exchange Commission thereunder.

Very truly yours,

The Office of the General Counsel

By: /s/ STEPHEN J. ANTAL

-----  
Stephen J. Antal  
Senior Counsel

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EXHIBIT 15.1

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The Board of Directors  
First Fidelity Bancorporation

Gentlemen:

Re: Registration Statement on Form S-8

With respect to the subject Registration Statement, we acknowledge our awareness of the use therein of our reports dated April 13, 1993, July 13, 1993, and October 14, 1993 of SAS No. 71 reports related to our review of interim financial information.

Pursuant to Rule 436(c) under the Securities Act of 1933, such reports are not considered a part of a registration statement prepared or certified by an accountant or a report prepared or certified by an accountant within the meaning of sections 7 and 11 of the Act.

/s/ KPMG Peat Marwick

February 28, 1994  
New York, New York

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## EXHIBIT 23.1

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## CONSENT OF INDEPENDENT PUBLIC ACCOUNTANTS

The Board of Directors  
First Fidelity Bancorporation

We consent to the incorporation by reference in this Registration Statement on Form S-8 of First Fidelity Bancorporation of our report dated January 14, 1993, relating to the consolidated statements of condition of First Fidelity Bancorporation and subsidiaries as of December 31, 1992 and 1991 and the related consolidated statements of income, changes in stockholders' equity and cash flows for each of the years in the three year period ended December 31, 1992, which report appears in the December 31, 1992 annual report on Form 10-K of First Fidelity Bancorporation which is incorporated herein by reference.

In addition, we consent to the incorporation by reference in this Registration Statement on Form S-8 of First Fidelity Bancorporation of our report dated June 3, 1993, relating to the statements of net assets available for benefits of the First Fidelity Bancorporation Savings Plan as of December 31, 1992 and 1991 and the related statements of changes in net assets available for benefits for each of the years in the two year period ended December 31, 1992, which report appears in the December 31, 1992 annual report on Form 11K of First Fidelity Bancorporation which is incorporated herein by reference.

/s/ KPMG Peat Marwick

February 28, 1994  
New York, New York

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EXHIBIT 24.1

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FIRST FIDELITY BANCORPORATION

Power of Attorney

KNOW ALL MEN BY THESE PRESENTS that the undersigned director or officer, or both, of First Fidelity Bancorporation, a New Jersey corporation (the "Company"), hereby constitutes and appoints each of Anthony P. Terracciano, Peter C. Palmieri, Wolfgang Schoellkopf and James L. Mitchell, and each of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign the Company's Registration Statement on Form S-8 relating to the Company's Common Stock, par value \$1.00, per share in connection with the Company's First Fidelity Bancorporation Savings Plan, including any and all amendments thereto, 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, and each of them, 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 and to all intents and purposes as he or she might or could in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, the undersigned have executed this power of attorney in the following capacities on this 17th day of February, 1994.

<TABLE>  
<CAPTION>

Signature -----	Title -----
<S> ----- /s/LOUIS E. AZZATO ----- Louis E. Azzato	<C> Director
----- /s/EDWARD E. BARR ----- Edward E. Barr	Director
----- /s/ROLAND K. BULLARD, II ----- Roland K. Bullard, II	Director
----- /s/LEE A. BUTZ ----- Lee A. Butz	Director
----- /s/LUTHER R. CAMPBELL, JR. -----	Director

/s/JOHN GILRAY CHRISTY

Director

-----  
John Gilray Christy

/s/JAMES G. CULLEN

Director

-----  
James G. Cullen

</TABLE>

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<TABLE>

<CAPTION>

Signature

Title

-----

-----

<S>

<C>

/s/GONZALO DE LAS HERAS

Director

-----  
Gonzalo de Las Heras

/s/E. JAMES FERLAND

Director

-----  
E. James Ferland

Director

-----  
Arthur M. Goldberg

/s/LESLIE E. GOODMAN

Director

-----  
Leslie E. Goodman

/s/FRANK M. HENRY

Director

-----  
Frank M. Henry

/s/WILLIAM F. HYLAND

Director

-----  
William F. Hyland

/s/JUAN RODRIGUEZ INCIARTE

Director

-----  
Juan Rodriguez Inciarte

/s/JOHN R. KENNEDY

Director

-----  
John R. Kennedy

/s/ROCCO J. MARANO

Director

-----  
Rocco J. Marano

/s/JAMES D. MORRISSEY, JR.

Director

/s/JOSEPH NEUBAUER

Director

-----  
Joseph Neubauer

/s/PETER C. PALMIERI

Director

-----  
Peter C. Palmieri

/s/WOLFGANG SCHOELLKOPF

Principal Financial  
Officer and Director

-----  
Wolfgang Schoellkopf

/s/ROBERT MONTGOMERY SCOTT

Director

-----  
Robert Montgomery Scott

</TABLE>

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<TABLE>  
<CAPTION>

Signature

Title

-----

-----

<S>

/s/REBECCA STAFFORD

<C>

Director

-----  
Rebecca Stafford

/s/SEFTON STALLARD

Director

-----  
Sefton Stallard

/s/ANTHONY P. TERRACCIANO

Chairman of the Board, President and  
Chief Executive Officer

-----  
Anthony P. Terracciano

/s/BERNARD C. WATSON

Director

-----  
Bernard C. Watson

/s/ANTHONY R. BURRIESCI

Principal Accounting  
Officer

-----  
Anthony R. Burriesci

</TABLE>

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