

SECURITIES AND EXCHANGE COMMISSION

FORM S-8

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

Filing Date: **1999-07-27**
SEC Accession No. **0000950152-99-006243**

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FILER

APPLIED INDUSTRIAL TECHNOLOGIES INC

CIK: **109563** | IRS No.: **340117420** | State of Incorporation: **OH** | Fiscal Year End: **0630**
Type: **S-8** | Act: **33** | File No.: **333-83809** | Film No.: **99671032**
SIC: **5080** Machinery, equipment & supplies

Mailing Address
3600 EUCLID AVE
CLEVELAND OH 44115

Business Address
3600 EUCLID AVE
CLEVELAND OH 44115
2168818900

As filed with the Securities and Exchange Commission on July 27, 1999
 Registration No. 333-_____

UNITED STATES
 SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549

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

APPLIED INDUSTRIAL TECHNOLOGIES, INC.

(Exact name of Registrant as specified in its charter)

Ohio 34-0117420

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

One Applied Plaza, Cleveland, Ohio 44115

(Address of Principal Executive Offices) (Zip Code)

Applied Industrial Technologies, Inc. Retirement Savings Plan

(Full title of the plan)

Robert C. Stinson
 Vice President-Chief Administrative Officer, General Counsel and Secretary
 Applied Industrial Technologies, Inc.
 One Applied Plaza, Cleveland, Ohio 44115

(Name and address of agent for service)

(216) 426-4000

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

CALCULATION OF REGISTRATION FEE

<TABLE>
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Title of Securities to be Registered (1)	Amount to be Registered	Proposed Maximum Offering Price per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
<S> Common Stock, no par value	<C> 800,000	<C> 15.125	<C> \$12,100,000	<C> \$3,364

</TABLE>

- (1) 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.
- (2) Estimated solely for the purpose of calculating the amount of the registration fee. Pursuant to Securities Act Rule 457(c), the proposed maximum offering price per unit is calculated as the average of the high and low prices for the Common Stock as reported in the New York Stock Exchange consolidated reporting system as of July 23, 1999.

Pursuant to General Instruction E, this Registration Statement on Form S-8 is filed by Applied Industrial Technologies, Inc. (the "Registrant") to register additional securities under the Applied Industrial Technologies, Inc. Retirement Savings Plan (the "Plan") which is covered by and filed as exhibit to the Registrant's Registration Statements on Form S-8 (File No. 033-65513). The contents of Registration Statement No. 033-65513 are incorporated herein by reference.

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PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. EXHIBITS.

The following is a complete list of exhibits filed as a part of or incorporated by reference in this Registration Statement.

Exhibit No: -----	Description of Exhibit -----
4(a)	Certificate of Merger of Bearings, Inc. (Ohio) and Bearings, Inc. (Delaware) filed with the Ohio Secretary of State on October 18, 1988, including an Agreement and Plan of Reorganization dated September 6, 1988 (filed as Exhibit 4(a) to the Company's Registration Statement on Form S-4 filed May 23, 1997, Registration No. 333-27801, and incorporated here by reference).
4(b)	\$80,000,000 Maximum Aggregate Principal Amount Note Purchase and Private Shelf Facility dated October 31, 1992 between the Company and The Prudential Insurance Company of America (filed as Exhibit 4(b) to the Company's Registration Statement on Form S-4 filed May 23, 1997, Registration No. 333-27801, and incorporated here by reference).
4(c)	Amendment to \$80,000,000 Maximum Aggregate Principal Amount Note Purchase and Private Shelf Facility dated October 31, 1992 between the Company and The Prudential Insurance Company of America (filed as Exhibit 4(g) to the Company's Form 10-Q for the quarter ended March 31, 1996, SEC File No. 1-2299, and incorporated here by reference).
4(d)	\$50,000,000 Private Shelf Agreement dated as of November 27, 1996, as amended on January 30, 1998, between the Company and The Prudential Insurance Company of America (filed as Exhibit 4(f) to the Company's Form 10-Q for the quarter ended March 31, 1998, SEC File No. 1-2299, and incorporated here by reference).
4(e)	\$150,000,000 Credit Agreement dated as of Attached November 5, 1998 among the Company, KeyBank National Association as Agent, and various financial institutions (filed as Exhibit 4(e) to the Company's Form 10-Q for the quarter ended September 30, 1998, SEC File No. 1-2299, and incorporated here by reference).

4(f) Rights Agreement, dated as of February 2, 1998, between the Company and Harris Trust and Savings Bank, as Rights Agent, which includes as

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Exhibit B thereto the Form of Rights Certificate (filed as Exhibit No. 1 to the Company's Registration Statement on Form 8-A filed July 20, 1998, SEC File No. 1-2299, and incorporated here by reference).

5 Opinion of Squire, Sanders & Dempsey LLP as to the legality of the securities registered.

23(a) Consent of Deloitte & Touche LLP.

23(b) Consent of Squire, Sanders & Dempsey LLP (contained in Exhibit 5).

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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 Cleveland, and the State of Ohio, on July 15, 1999.

APPLIED INDUSTRIAL TECHNOLOGIES, INC.

By: /s/ John C. Dannemiller

John C. Dannemiller
Chairman of the Board
and Chief Executive Officer

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 date indicated. Each person whose signature appears below hereby makes, constitutes and appoints John C. Dannemiller and Robert C. Stinson to act as, his or her true and lawful attorney, with full power to sign for such person and in such person's name and capacity indicated bellow any and all amendments to this Registration Statement, hereby ratifying and confirming such person's signature as it may be signed by said attorney to any and all amendments.

<TABLE>
<CAPTION>

Table with 3 columns: Signature, Title, Date. Row 1: /s/ John C. Dannemiller, Chairman, Chief Executive Officer (signing as Principal Executive Officer and a Director), July 15, 1999. Row 2: /s/ John R. Whitten, Vice President-Chief Financial Officer and Treasurer (signing as Principal Financial

/s/ Mark O. Eisele

Mark O. Eisele

Vice President and Controller (signing as
Controller)

July 15, 1999

</TABLE>

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<TABLE>

<CAPTION>

Signature

Title

Date

<S>

<C>

<C>

William G. Bares

Director

July 15, 1999

/s/ Dr. Roger D. Blackwell

Dr. Roger D. Blackwell

Director

July 15, 1999

/s/ William E. Butler

William E. Butler

Director

July 15, 1999

/s/ Thomas A. Commes

Thomas A. Commes

Director

July 15, 1999

/s/ Russel B. Every

Russel B. Every

Director

July 15, 1999

/s/ Russell R. Gifford

Russell R. Gifford

Director

July 15, 1999

/s/ L. Thomas Hiltz

L. Thomas Hiltz

Director

July 15, 1999

/s/ John J. Kahl

John J. Kahl

Director

July 15, 1999

/s/ J. Michael Moore

J. Michael Moore

Director

July 15, 1999

/s/ Dr. Jerry Sue Thornton

Dr. Jerry Sue Thornton

Director

July 15, 1999

</TABLE>

The Plan. Pursuant to the requirements of the Securities Act of 1933, the trustees of or other persons who administer the Applied Industrial Technologies, Inc. Retirement Savings Plan have duly caused this Registration Statement to be signed on their behalf by the undersigned, thereunto duly authorized, in the City of Cleveland, and the State of Ohio on the 15th day of July, 1999.

APPLIED INDUSTRIAL TECHNOLOGIES, INC.
RETIREMENT SAVINGS PLAN

By: Applied Industrial Technologies, Inc., as
Plan Administrator

By: /s/ John C. Dannemiller

John C. Dannemiller
Chairman of the Board
and Chief Executive Officer

EXHIBIT INDEX

EXHIBIT NUMBER -----	DESCRIPTION -----	METHOD OF FILING* -----
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Harris Trust and Savings Bank, as Rights Agent, which includes as Exhibit B thereto the Form of Rights Certificate (filed as Exhibit No. 1 to the Company's Registration Statement on Form 8-A filed July 20, 1998, SEC File No. 1-2299, and incorporated here by reference).

5 Opinion of Squire, Sanders & Dempsey LLP as to the legality of the securities registered. (attached)

* All exhibits hereto are being filed through incorporation by reference, unless otherwise indicated.

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23(a) Consent of Deloitte & Touche LLP. (attached)

23(b) Consent of Squire, Sanders & Dempsey LLP (contained in Exhibit 5).

July 27, 1999

Applied Industrial Technologies, Inc.
One Applied Plaza
Cleveland, Ohio 44115

Re: Registration Statement on Form S-8

Gentlemen:

Reference is made to your Registration Statement on Forms S-8 filed with the Securities and Exchange Commission on July 27, 1999 with respect to 800,000 additional shares of common stock, without par value ("Common Stock"), of Applied Industrial Technologies, Inc. to be offered pursuant to the Applied Industrial Technologies, Inc. Retirement Savings Plan (the "Plan"). We are familiar with the Plan, and we have examined such documents and certificates and considered such matters of law as we deemed necessary for the purpose of this opinion.

Based upon the foregoing, we are of the opinions that the Common Stock and interests offered pursuant to the Plan, when issued in accordance with the provisions of the Plan, will be validly issued, fully paid and nonassessable.

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

Respectfully submitted,

/s/ Squire, Sanders & Dempsey LLP

INDEPENDENT AUDITORS' CONSENT

Applied Industrial Technologies, Inc.

We consent to the incorporation by reference in Registration Statement of Applied Industrial Technologies, Inc. on Form S-8 of our report dated August 6, 1998, appearing in and incorporated by reference in the Annual Report on Form 10-K of the Applied Industrial Technologies, Inc. for the year ended June 30, 1998.

/s/Deloitte & Touche LLP
Cleveland, Ohio
July 27, 1999