

SECURITIES AND EXCHANGE COMMISSION

FORM S-8

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

Filing Date: **1999-09-10**
SEC Accession No. **0000950144-99-011088**

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FILER

CATALINA MARKETING CORP/DE

CIK: **883977** | IRS No.: **330499007** | State of Incorpor.: **DE** | Fiscal Year End: **0331**
Type: **S-8** | Act: **33** | File No.: **333-86905** | Film No.: **99709647**
SIC: **7311** Advertising agencies

Mailing Address

*11300 9TH STREET NORTH
ST PETERSBURG FL
33716-2329*

Business Address

*11300 9TH ST NORTH
ST PETERSBURG FL 33716
8135795000*

As filed with the Securities and Exchange Commission on September 10, 1999.

Registration No. 33-

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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

CATALINA MARKETING CORPORATION

(Exact name of registrant as specified in its charter)

DELAWARE ----- (State or other jurisdiction of incorporation or organization)	33-0499007 ----- (IRS Employer Identification No.)
11300 9TH STREET NORTH ST. PETERSBURG, FLORIDA ----- (Address of Principal Executive Offices)	33716-2329 ----- (Zip Code)

CATALINA MARKETING CORPORATION
1999 STOCK OPTION PLAN

(Full title of the plan)

Please address a copy of all communications to:

Joseph P. Port Chief Financial Officer Catalina Marketing Corporation 11300 9th Street North St. Petersburg, FL 33716 (Name and address of agent for service)	Elizabeth Hardy Noe Paul, Hastings, Janofsky & Walker LLP Suite 2400 600 Peachtree Street, N.E. Atlanta, Georgia 30308 Telephone: (404) 815-2400
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(727) 579-5000

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

<TABLE>
<CAPTION>

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (2)	Proposed Maximum Offering Price Per Share (1)	Proposed Maximum Aggregate Offering Price (1)	Amount of Registration Fee (1)
<S>	<C>	<C>	<C>	<C>
Common Stock, par value \$0.01 per share	1,600,000	\$ 88	\$ 140,800,000	\$ 39,142.40
Preferred Stock Purchase Rights (3)	1,600,000			

</TABLE>

- Estimated solely for the purpose of calculating the amount of the registration fee in accordance with Rule 457 under the Securities Act of 1933, as amended. The offering price is calculated pursuant to Rule 457(c) based on the average of the high and low sales prices (\$88 per share) of the Common Stock of the Registrant on the New York Stock Exchange on September 7, 1999.
- In addition to such shares, this Registration Statement covers an indeterminate number of additional shares which may become subject to

options as a result of the adjustment provisions of the Catalina Marketing Corporation 1999 Stock Option Plan and agreements. The registration fee is calculated only on the stated number of shares.

- (3) Rights are attached to and trade with the Common Stock of the Registrant. Value attributable to such Rights, if any, is reflected in the market price of the Common Stock; therefore, no additional registration fee is required.

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PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

ITEM 1. PLAN INFORMATION*

ITEM 2. REGISTRANT INFORMATION AND EMPLOYEE PLAN INFORMATION*

- * Information required by Part I to be contained in the Section 10(a) prospectus is omitted from the registration statement in accordance with Rule 428 under the Securities Act of 1933 (the "Securities Act") and the Note to Part I of Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents are incorporated herein by reference:

(a) The Registrant's latest annual report on Form 10-K for the fiscal year ended March 31, 1999 filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (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 Registrant's annual report referred to in (a) above; and

(c) The description of the Registrant's common stock, par value \$.01 (the "Common Stock"), which is contained in its registration statement on Form 8-A filed under Section 12 of the Exchange Act, including any amendments or reports filed for the purpose of updating such descriptions.

All documents subsequently filed with the Commission by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents. Any statement contained in the documents 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.

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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 Registrant's Restated Certificate of Incorporation and Restated Bylaws include provisions to (i) eliminate the personal liability of its directors for monetary damages resulting from breaches of their fiduciary duty to the extent permitted by the General Corporation Law of Delaware (the "Delaware Law") and (ii) require the Registrant to indemnify its directors and officers to the fullest extent permitted by the Delaware Law, including under circumstances in which indemnification is otherwise discretionary. The Registrant believes that these provisions are necessary to attract and retain qualified persons as directors and officers.

These provisions do not eliminate the directors' duty of care, and, in appropriate circumstances, equitable remedies such as injunctive or other forms of non-monetary relief remain available under the Delaware Law. In addition, each director is subject to liability for breach of the director's duty of loyalty to the Registrant, for acts or omissions not in good faith or involving intentional misconduct, for knowing violations of law, for actions leading to improper personal benefit to the director and for payment of dividends or approval of stock repurchases or redemptions that are unlawful under the Delaware Law. These provisions also do not affect a director's responsibilities under any other laws, such as the federal securities laws or state or federal environmental laws.

As permitted by its Restated Bylaws, the Registrant has entered into agreements with its directors and officers that require the Registrant to indemnify such persons against expenses, judgments, fines, settlements and other amounts incurred (including expenses of a derivative action) in connection with any proceeding to which any such person may be made a party by reason of the fact that such person is or was a director or officer of the Registrant, provided such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Registrant.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED

Not applicable.

ITEM 8. EXHIBITS

The exhibits filed as part of this Registration Statement are as follows:

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<TABLE> <CAPTION>	
Exhibit Number	Description of Exhibit
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<S>	<C>
4	Catalina Marketing Corporation 1999 Stock Option Plan.*
5	Opinion of Paul, Hastings, Janofsky & Walker LLP as to the legality of the Common Stock registered hereunder.
15	Acknowledgment of Arthur Andersen LLP, Independent Certified Public Accountants, relating to the use of their report contained in the Registrant's quarterly report filed on Form 10-Q as for the quarter ended June 30, 1999.
23.1	Consent of Arthur Andersen LLP, Independent Certified Public Accountants, relating to the use of their report contained in Registrant's Annual Report on Form 10-K for the fiscal year ended March 31, 1999.
23.3	Consent of Paul, Hastings, Janofsky & Walker LLP to the filing and use of their opinion relating to the legality of the securities. Such consent is contained in their opinion filed as Exhibit 5 to this Registration Statement.
24	Power of Attorney authorizing Joseph P. Port and Daniel D. Granger to sign amendments to this Registration Statement on behalf of officers and directors of the Registrant (contained on signature page of Registration Statement).

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* Incorporated by reference in the Registrant's previously filed Form 10-Q as
for the quarter ended June 30, 1999.

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 to include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement.

(2) That, for purposes of determining any liability under the Securities Act, 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 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.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act 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.

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(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to provisions pursuant to which the directors, officers or controlling persons may be indemnified by the registrant 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 Securities 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 submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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SIGNATURES

Pursuant to the requirements of the Securities Act, 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 St. Petersburg, State of Florida, on this tenth day of September, 1999.

CATALINA MARKETING CORPORATION

BY: /S/ JOSEPH P. PORT

JOSEPH P. PORT
SENIOR VICE PRESIDENT AND

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POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Joseph P. Port and David D. Granger, jointly and severally, his or her attorney-in-fact, with power of substitution for him in any and all capacities, to sign any amendments to this Registration Statement, and to file the same, with the exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof.

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

/s/ George W. Off	September 10, 1999
-----	-----
GEORGE W. OFF	Date
CHAIRMAN OF THE BOARD OF DIRECTORS	

/s/ Daniel D. Granger	September 10, 1999
-----	-----
DANIEL D. GRANGER	Date
PRESIDENT, CHIEF EXECUTIVE	
OFFICER AND DIRECTOR	

/s/ Joseph P. Port	September 10, 1999
-----	-----
JOSEPH P. PORT	Date
SENIOR VICE PRESIDENT AND	
CHIEF FINANCIAL OFFICER	

/s/ Tamara L. Zeph	September 10, 1999
-----	-----
TAMARA L. ZEPH	Date
CORPORATE CONTROLLER AND	
PRINCIPAL ACCOUNTING OFFICER	

/s/ Frank H. Barker	September 10, 1999
-----	-----
FRANK H. BARKER	Date
DIRECTOR	

/s/ Frederick W. Beinecke	September 10, 1999
-----	-----
FREDERICK W. BEINECKE	Date
DIRECTOR	

(Signatures continued on next page)

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(Signatures continued from preceding page)

/s/ Patrick W. Collins	September 10, 1999
-----	-----
PATRICK W. COLLINS	Date

DIRECTOR

/s/ Stephen L. D'Agostino

September 10, 1999

STEPHEN L. D'AGOSTINO
DIRECTOR

Date

/s/ Thomas W. Smith

September 10, 1999

THOMAS W. SMITH
DIRECTOR

Date

/s/ Michael B. Wilson

September 10, 1999

MICHAEL B. WILSON
DIRECTOR

Date

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EXHIBIT INDEX

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<CAPTION>

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September 10, 1999

Catalina Marketing Corporation
11300 9th Street North
St. Petersburg, Florida 33716-2329

Re: Catalina Marketing Corporation
1999 Stock Option Plan
Registration Statement on Form S-8

Ladies and Gentlemen:

As counsel for Catalina Marketing Corporation, a Delaware corporation (the "Company"), you have requested our opinion in connection with the preparation and filing with the Securities and Exchange Commission of a Registration Statement on Form S-8 (the "Registration Statement") registering 1,600,000 shares of the Company's common stock, \$0.01 par value per share for issuance upon the exercise of options granted pursuant to the Company's 1999 Stock Option Plan.

We have examined such records and documents and made such examination of law as we have deemed relevant in connection with this opinion. Based on the foregoing, we are of the opinion that the 1,600,000 shares covered by said Registration Statement, when issued and paid for in accordance with the terms of the 1999 Stock Option Plan and the applicable stock option agreements, will be legally issued, fully-paid and nonassessable.

We hereby consent to the filing of this opinion as an exhibit to the above-referenced Registration Statement on Form S-8 of Catalina Marketing Corporation.

Respectfully submitted,

Paul, Hastings, Janofsky & Walker LLP

September 3, 1999

Catalina Marketing Corporation
11300 9th Street North
St. Petersburg, Florida 33716

Catalina Marketing Corporation:

We are aware that Catalina Marketing Corporation has incorporated, by reference in this Registration Statement, its Form 10-Q for the quarter ended June 30, 1999, which includes our report dated July 13, 1999, covering the unaudited interim financial information contained therein. Pursuant to Regulation C of the Securities Act of 1933 (the Act), that report is not considered a part of the registration statement prepared or certified by our firm or a report prepared or certified by our firm within the meaning of Sections 7 and 11 of the Act.

Very truly yours,

/s/ ARTHUR ANDERSEN LLP

CONSENT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

As independent certified public accountants, we hereby consent to the incorporation by reference in this registration statement of our report dated April 29, 1999, included in Catalina Marketing Corporation's Form 10-K for the year ended March 31, 1999, and to all references to our firm included in this registration statement.

/s/ ARTHUR ANDERSEN LLP

Tampa, Florida
September 3, 1999