

# SECURITIES AND EXCHANGE COMMISSION

## FORM S-8

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

Filing Date: **1996-08-26**  
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### FILER

#### **MILLIPORE CORP**

CIK: **66479** | IRS No.: **042170233** | State of Incorporation: **MA** | Fiscal Year End: **1231**  
Type: **S-8** | Act: **33** | File No.: **333-10801** | Film No.: **96620395**  
SIC: **3826** Laboratory analytical instruments

Mailing Address  
*80 ASHBY ROAD  
BEDFORD MA 01730*

Business Address  
*80 ASHBY RD  
BEDFORD MA 01730  
6172759200*

Registration No.

SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

Millipore Corporation  
(Exact name of registrant as specified in charter)

Massachusetts 04-2170233  
(State or other jurisdiction of incorporation or organization) (IRS  
Employer Identification Number)

80 Ashby Road, Bedford, Massachusetts 01730  
(Address of Principal Executive Offices) (Zip Code)

MILLIPORE CORPORATION  
1995 Combined Stock Option Plan  
(Full title of the plans)

Geoffrey Nunes, Esquire  
Millipore Corporation  
80 Ashby Road  
Bedford, Massachusetts 01730  
(617) 275-9200  
(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 Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount Registration Fee
Common Stock	2,000,000 Shares	\$37.625	\$75,250,000.00*	\$25,948.28

\$1.00 Par Value

\* Pursuant to Rule 457(h)(1), the maximum aggregate offering price and the computation of the registration fee has been calculated using average of the high and low prices for Millipore Corporation Common Stock on the New York Stock Exchange as of August 21, 1996.

PART I INFORMATION REQUIRED IN THE  
SECTION 10(a) PROSPECTUS

Item 1. Plan Information

Millipore Corporation ("Millipore" or the "Corporation") shall deliver or cause to be delivered to each employee who is selected by the Corporation to participate in the 1995 Combined Stock Option Plan (the "Plan"), documents containing the information regarding the Plan and its operations, as specified in Rule 428(b)(1) of the Securities Act of 1933 (the "Act").

Item 2. Registrant Information and Employee Plan Annual Information.

The Corporation will, upon written or oral request directed to the Office of the General Counsel, at Millipore's executive offices, 80 Ashby Road, Bedford, MA 01730 (617) 275-9200, furnish promptly and without charge to any employee participating in the Plan a copy of Millipore's Annual Report to Stockholders for its last fiscal year as well as any of the other information referred to under the caption "Incorporation of Certain Documents by Reference" appearing infra.

PART II INFORMATION REQUIRED IN THE  
REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Corporation hereby incorporates by reference into this registration statement the documents listed in (a) through (c). Millipore further states that all documents filed by it pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934 ("Exchange Act"), prior to the filing of a post-effective amendment 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 in the registration statement and to be part thereof from the date of filing of such documents:

(a) Millipore Corporation's latest annual report on Form 10-K for the fiscal year ended December 31, 1995.

(b) All other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act subsequent to the filing of Millipore's

(c) The description of Millipore's Common Stock set forth in response to Item 1 of Millipore's Form 8-A Registration Statement under the Securities Exchange Act of 1934, filed May 13, 1965, as most recently revised by Millipore's Annual Report on Form 10-K for the fiscal year ended December 31, 1995.

Item 4. Description of Securities. Not applicable

Item 5. Interests of Named Experts and Counsel.

Legal matters in connection with the Shares being offered under the 1995 Combined Stock Option Plan have been passed upon for the Corporation by Geoffrey Nunes, Esquire, Senior Vice President and General Counsel of the Corporation. As of August 23, 1996, Mr. Nunes owned 51,500 shares of Millipore Common Stock and held options to acquire an aggregate of 185,986 shares at an average per share exercise price of \$19.81.

The consolidated balance sheets as of December 31, 1995 and 1994 and the consolidated statements of income, stockholders equity, and cash flows for each of the three years in the period ended December 31, 1995, incorporated by reference in this Form S-8, have been incorporated herein in reliance on the report of Coopers & Lybrand L.L.P., independent accountants, given on the authority of that firm as experts in accounting and auditing.

Item 6. Indemnification of Directors and Officers.

The Corporation's By-Laws provide that each officer and director of the Corporation and its subsidiaries shall be indemnified, to the full extent permitted by law, against all liabilities and expenses arising out of litigation and other proceedings in which he or she is involved because of being an officer or director of the Corporation or a subsidiary so long as he or she shall have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 (the "Act") may be permitted to directors, officers and controlling persons of the Corporation pursuant to the foregoing provisions, or otherwise, the Corporation 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 Corporation of expenses incurred or paid by a director, officer or controlling person of the Corporation in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities registered, the

Corporation 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.

Item 7. Exemption from Registration Claimed. None claimed.

Item 8. Exhibits.

(4) Instruments defining Rights of Security Holders  
Registrant's Amendment to Restated Articles of  
Organization dated May 22, 1987 and By Laws incorporated  
herein by reference to Exhibit 3 to Registrant's Annual  
Report on Form 10-K for Registrant's fiscal year ended  
December 31, 1995

(5) Opinion of Geoffrey Nunes, Esq., dated August 23, 1996 as  
to the legality of shares of Millipore Common Stock

(23) Consent of Independent Certified Public Accountants

(24) Powers of Attorney

Item 9. Undertakings.

(a) The undersigned Millipore Corporation hereby undertakes:

(1) To file during any period in which offers or sales are  
being made, a post-effective amendment to this registration statement:

(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.

(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 the 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 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 of 1933,  
each filing of the Registrant's annual report pursuant to section 13(a)  
or section 15(d) of the Securities Exchange Act of 1934 (and, where  
applicable, each filing of an employee benefit plan's annual report

pursuant to section 15(d) of the Securities Exchange Act of 1934) 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.

(h) 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.

#### SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable ground 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 Bedford, Massachusetts on August 23, 1996.

MILLIPORE CORPORATION

By /s/ Geoffrey Nunes  
Geoffrey Nunes  
Sr. Vice President

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

/s/C. William Zadel	Director, Chairman, President August 23, 1996
C. William Zadel	and Chief Executive Officer
	(Principal Executive Officer)

/s/Michael P. Carroll      Vice President and Chief      August 23,1996  
Michael P. Carroll      Financial Officer (Principal  
Financial and Accounting Officer)

DIRECTORS

/s/Charles D. Baker\*  
Charles D. Baker

August 23, 1996

Samuel C. Butler

August 23, 1996

/s/ Maureen A. Hendricks\*  
Maureen A. Hendricks

August 23, 1996

/s/ Mark Hoffman\*  
Mark Hoffman

August 23, 1996

/s/ Steven Muller\*  
Steven Muller

August 23, 1996

/s/ Thomas O. Pyle\*  
Thomas O. Pyle

August 23, 1996

/s/ John F. Reno\*  
John F. Reno

August 23, 1996

\*By /s/ Geoffrey Nunes  
Geoffrey Nunes, Attorney in Fact

INDEX TO EXHIBITS

The following Exhibits are filed as a part of this Registration Statement:

Exhibit No.	Description	Found at Page No.
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- (4) Instruments defining Rights of Security Holders Registrant's Amendment to Restated Articles of Organization dated May 22, 1987 and By Laws incorporated herein by reference to Exhibit 3 to Registrant's Annual Report on Form 10-K for Registrant's fiscal year ended December 31, 1995

(5) Opinion of Geoffrey Nunes, Esq., dated August 23, 1996 as to the legality of shares of Millipore Common Stock 8

(23) Consents of Independent Certified Public Accountants and Counsel 9-10

August 23, 1996

Securities and Exchange Commission  
500 North Capitol Street, NW  
Washington, DC 20549

Dear Sirs:

In connection with the proposed offer and sale of 2,000,000 shares of Common Stock \$1.00 par value per share (the "Stock") of Millipore Corporation (the "Company") as set forth in the attached Registration Statement on Form S-8, I have examined the Restated Articles of Organization and By-Laws of the Company, all as amended to date, such records of its corporate proceedings as I deemed material, such records of its corporation proceedings as I deemed material, the Registration Statement and such other certificates, records and documents as I deemed necessary for purposed of this opinion. Based on the foregoing, I am of the opinion that:

1. The Company is a duly organized and existing corporation under the laws of the Commonwealth of Massachusetts.
2. The 2,000,000 shares covered by the Registration Statement which are reserved for issue to employees of the Company pursuant to the exercise of options granted under the Millipore Corporation 1995 Combined Stock Option Plan, have been duly authorized and will be, when issued, sold and delivered in the manner described in the Registration Statement validly issued, fully paid and non-assessable.
3. The Plan is not subject to the provisions of the Employees' Retirement Income Security Act of 1974 ("ERISA").

I am an officer and stockholder of the Company.

Very truly yours,

/s/ Geoffrey Nunes

Geoffrey Nunes



Senior Vice President and  
General Counsel

CONSENT OF INDEPENDENT ACCOUNTANTS

We consent to the incorporation by reference in this Registration Statement of the Millipore Corporation 1995 Combined Stock Option Plan on Form S-8 of our report, dated January 23, 1996, on our audits of the consolidated financial statements of Millipore Corporation as of December 31, 1995 and 1994, and for each of the three years in the period ended December 31, 1995, which report is incorporated by reference in the Millipore Corporation Annual Report on Form 10-K. We also consent to the reference to our Firm under the Caption "Interest of Named Experts".

COOPERS & LYBRAND L.L.P.

Boston, Massachusetts  
August 23, 1996

CONSENT OF LEGAL COUNSEL

I hereby consent to the inclusion in the Registration Statement of Millipore Corporation on Form S-8 of my opinion dated August 23, 1996, as to the due authorization and validity of the shares to which this Registration Statement relates.

/s/ Geoffrey Nunes

Geoffrey Nunes, Esquire  
Senior Vice President and  
General Counsel  
Millipore Corporation

Bedford, Massachusetts  
August 23, 1996

VIA EDGAR

August 23, 1996

Securities & Exchange Commission  
One Judiciary Plaza  
450 Fifth Street, NW  
Washington, D.C. 20549

Re: Millipore Corporation - Form S-8 Registration Statement  
covering 2,000,000 shares to be issued pursuant to the  
Millipore Corporation 1995 Combined Stock Option Plan

Gentlemen:

Enclosed for filing please find the following:

Registration Statement on Form S-8 relating to the issuance of 2,000,000 shares of Millipore Corporation Common Stock in connection with the Corporation's 1995 Combined Stock Option Plan (the "Plan"), including applicable exhibits and opinion of counsel in connection with the shares to be issued, and consent of the Corporation's independent public accountant. The Plan was approved by the Stockholders at the 1996 Annual meeting held on April 18, 1996.

The filing fee of \$25,948.28, calculated in accordance with Rule 457(h)(1) has been wire transferred to the Mellon Bank in Pittsburgh.

The Plan is substantially identical to the Millipore Corporation 1985 Combined Stock Option Plan (Registration Nos. 33-11790; 33-37319; and 33-55613), which expired on December 12, 1995.

If you have any questions concerning these materials, please telephone the undersigned at (617) 533-2272.

Sincerely,  
MILLIPORE CORPORATION

/s/ Patricia A. Powers  
Patricia A. Powers  
Staff Attorney