

SECURITIES AND EXCHANGE COMMISSION

FORM S-8

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

Filing Date: **1996-12-30**
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FILER

REDHOOK ALE BREWERY INC

CIK: **892222** | IRS No.: **911141254** | State of Incorporation: **WA** | Fiscal Year End: **1231**
Type: **S-8** | Act: **33** | File No.: **333-18945** | Film No.: **96687367**
SIC: **2082** Malt beverages

Mailing Address
3400 PHINNEY AVE N
SEATTLE WA 98103

Business Address
3400 PHINNEY AVE N
SEATTLE WA 98103
2065488000

Registration No. 333-_____

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

REDHOOK ALE BREWERY, INCORPORATED
(Exact name of registrant as specified in its charter)

WASHINGTON
(State or Other Jurisdiction of
Incorporation or Organization)
2082
(Primary Standard Industrial
Classification Code Number)
91-1141254
(I.R.S. Employer Identification No.)

3400 Phinney Avenue North
Seattle, Washington 98103
(206) 548-8000

(Address, including zip code, and telephone number, including area
code, of registrant's principal executive offices)

Redhook Ale Brewery, Incorporated
1992 Stock Incentive Plan

Amended and Restated
Redhook Ale Brewery, Incorporated
Directors Stock Option Plan

Bradley A. Berg, Executive Vice President
and Chief Financial Officer
3400 Phinney Avenue North
Seattle, Washington 98103
(206) 548-8000

(Name, address, including zip code, and telephone number,
including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

<TABLE>
<CAPTION>

Title of Each Class of Securities to Be Registered	Amount to be Registered (1)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee
<S> Common Stock	<C> 600,000 shares	<C> \$5,962,500	<C> \$1,806.82

</TABLE>

- (1) Plus (i) an indeterminate number of shares of Common Stock that may become issuable under the Plans as a result of the adjustment provisions therein, and (ii) if any interests in the Plans constitute separate securities required to be registered under the Securities Act of 1933, then, pursuant to Rule 416(c), an indeterminate amount of such interests to be offered or sold pursuant to the Plans.
- (2) Computed pursuant to Rule 457(c) and (h) based on the average of the high and low sales prices reported by the Nasdaq Stock Market on December 20, 1996.

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PART II

INFORMATION NOT REQUIRED IN THE PROSPECTUS

ITEM 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The following documents are incorporated in this Registration Statement by reference:

1. The Registrant's Registration Statement on Form S-8 filed on December 11, 1995 (Commission File No. 33-80273);
2. The Registrant's Annual Report on Form 10-K filed March 20, 1996 (Commission File No. 0-26542)
3. The Registrant's Quarterly Report on Form 10-Q for the quarter ended March 31, 1996, (Commission File No. 0-26542)
4. The Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 1996, (Commission File No. 0-26542)
5. The Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 1996 (Commission File No. 0-26542)

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

Any statement 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 that 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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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe it meets all 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 Seattle, State of Washington, on December 17, 1996.

REDHOOK ALE BREWERY,
INCORPORATED

By /s/ Paul S. Shipman

Paul S. Shipman
President, Chief Executive Officer
and Chairman of the Board

POWER OF ATTORNEY

Each person whose individual signature appears below hereby constitutes and appoints Paul S. Shipman and Bradley A. Berg, and each of them severally, his true and lawful attorneys-in-fact and agents, with full power to act without the other and with full power of substitution and resubstitution, to execute in his name and on his behalf, individually and in each capacity stated below, any and all amendments and post-effective amendments to this Registration Statement, any and all supplements hereto, and any and all other instruments necessary or incidental in connection herewith, and to file the same with the Securities and Exchange Commission.

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 dates indicated below.

<TABLE>
<CAPTION>

SIGNATURE -----	TITLE -----	DATE ----
<S> /s/ Paul S. Shipman ----- Paul S. Shipman	<C> President, Chief Executive Officer and Chairman of the Board (Principal Executive Officer)	<C> December 17, 1996
/s/ Bradley A. Berg ----- Bradley A. Berg	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	December 17, 1996
/s/ David H. Kirske ----- David H. Kirske	(Principal Accounting Officer)	December 17, 1996

/s/ Gordon A. Bowker

Director

December 17, 1996

Gordon A. Bowker

</TABLE>

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<TABLE>

<CAPTION>

SIGNATURE

TITLE

DATE

<S>

<C>

<C>

/s/ John T. Carleton

Director

December 17, 1996

John T. Carleton

/s/ Frank H. Clement

Director

December 17, 1996

Frank H. Clement

/s/ Jerry D. Jones

Director

December 17, 1996

Jerry D. Jones

/s/ David R. English

Director

December 17, 1996

David R. English

/s/ Bruce M. Sandison

Director

December 17, 1996

Bruce M. Sandison

/s/ Walter F. Walker

Director

December 17, 1996

Walter F. Walker

/s/ Dennis P. Weston

Director

December 17, 1996

Dennis P. Weston

</TABLE>

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EXHIBIT INDEX

<TABLE>

<CAPTION>

Exhibit Number

Description

<S>

<C>

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Opinion of Graham & James LLP/Riddell
Williams P.S.

10.31*

Amendment dated as of February 27, 1996,
to Registrant's 1992 Stock Incentive Plan, as
amended.

10.32*	Amendment dated as of February 27, 1996, to Amended and Restated Registrant's Directors Stock Option Plan, as amended.
10.33*	Amendment dated as of July 25, 1996, to Registrant's 1992 Stock Incentive Plan, as amended.
23.1	Consent of Graham & James LLP/Riddell Williams P.S. (included in Exhibit 5)
23.2	Consent of Ernst & Young LLP, Independent Auditors
24	Powers of Attorney (included on signature pages)

</TABLE>

* Incorporated by reference from Exhibits 10.31, 10.32 and 10.33 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 1996 (File No. 0-26542).

GRAHAM & JAMES LLP/RIDDELL WILLIAMS P.S.
1001 4th Avenue Plaza, Suite 4500
Seattle, Washington 98154

December 20, 1996

Redhook Ale Brewery, Incorporated
3400 Phinney Avenue North
Seattle, Washington 98103

Re: Form S-8 Registration Statement

Dear Ladies and Gentlemen:

We have acted as counsel to Redhook Ale Brewery, Incorporated (the "Company") in connection with the preparation of a Registration Statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Act"), which the Company will file with the Securities and Exchange Commission, with respect to the following shares of Common Stock of the Company (the "Shares"):

(a) 500,000 shares issuable upon exercise of options, or pursuant to the terms of any stock appreciation rights, restricted stock awards or stock units to be granted under the Redhook Ale Brewery, Incorporated 1992 Stock Incentive Plan, as amended (the "Incentive Plan"); and

(b) 100,000 shares issuable upon exercise of options to be granted under the Amended and Restated Redhook Ale Brewery, Incorporated Directors Stock Option Plan, as amended (the "Directors Plan").

We have examined the Registration Statement and such other documents and records as we have deemed relevant and necessary for the purpose of this opinion.

Based upon and subject to the foregoing, we are of the opinion that the Shares issuable upon exercise of options, or pursuant to the terms of any stock appreciation rights, restricted stock awards or stock units to be granted under the Incentive Plan and that the Shares issuable upon exercise of the options to be granted under the Directors Plan will,

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upon due execution by the Company and the registration by its registrars of the certificates for the Shares and issuance thereof by the Company and receipt by the Company of the consideration therefor in accordance with the terms of the

respective Plans, be validly issued, fully paid and nonassessable.

We note that a member of our firm is the Secretary of the Company, and that certain members of our firm are the beneficial owners of 85,450 shares of Common Stock of the Company.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Act.

Very truly yours,

Benjamin F. Stephens

of

GRAHAM & JAMES LLP/RIDDELL WILLIAMS P.S.

EXHIBIT 23.2

CONSENT OF ERNST & YOUNG LLP, INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the registration of 500,000 shares of common stock for the Redhook Ale Brewery, Incorporated 1992 Stock Incentive Plan, as amended, and 100,000 shares of common stock for the Amended and Restated Redhook Ale Brewery, Incorporated Directors Stock Option Plan, as amended, of our report dated January 30, 1996 with respect to the financial statements of Redhook Ale Brewery, Incorporated included in its Annual Report (Form 10-K) for the year ended December 31, 1995 filed with the Securities and Exchange Commission.

Seattle, Washington
December 20, 1996

/s/ ERNST & YOUNG LLP