

BRIGGS & STRATTON CORP
Form S-8
July 16, 2010

Registration No. 333-_____

As filed with the Securities and Exchange Commission on July 16, 2010

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

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

BRIGGS & STRATTON CORPORATION

(Exact name of registrant as specified in its charter)

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(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer
Identification No.)

12301 West Wirth Street

Wauwatosa, Wisconsin
(Address of Principal Executive Offices)

53222
(ZIP Code)

AMENDED AND RESTATED BRIGGS & STRATTON CORPORATION

INCENTIVE COMPENSATION PLAN

(Full title of the plan)

ROBERT F. HEATH
General Counsel

Briggs & Stratton Corporation

12301 West Wirth Street

Wauwatosa, Wisconsin 53222

(Name and address of agent for service)

(414) 259-5333

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

Copy to:
FREDRICK G. LAUTZ

RYAN P. MORRISON

Quarles & Brady LLP

411 East Wisconsin Avenue

Milwaukee, Wisconsin 53202

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of	Amount	Proposed	Proposed	Amount of
		Maximum	Maximum	
Securities to be Registered	to be	Offering Price	Aggregate	Registration Fee
	Registered(1)	Per Share	Offering Price(2)	
Common Stock, par value \$0.01 per share, with attached Common Share Purchase Rights	2,481,494 shares and rights	(2)	\$44,679,299	\$3,185.63

- (1) Each share of common stock will have attached thereto one common share purchase right issued pursuant to the registrant's Rights Agreement. The Plan provides for possible adjustment of the number, price and kind of shares covered by options and other stock incentive awards granted or to be granted in the event of certain capital or other changes affecting the registrant's common stock. This registration statement therefore covers, in addition to the above stated 2,481,494 shares (and associated rights), an indeterminate number of shares (and associated rights) that may become subject to the Plan by means of any such adjustment.
- (2) The actual offering price per share will be determined in accordance with the terms of the Plan; the Plan provides that the option price per share under a stock option granted pursuant to the Plan shall be equal to 110% of the fair market value of the common stock at the time of grant. To date, no options have been granted with respect to the shares covered by this registration statement. Pursuant to Rule 457(h), the maximum aggregate offering price, estimated solely for the purpose of computing the registration fee, is based upon \$18.005 per share, which is the average of the high and low sales prices of the registrant's common stock on the New York Stock Exchange Composite Tape on July 12, 2010. The value attributable to the common share purchase rights is reflected in the price of the common stock.

STATEMENT UNDER GENERAL INSTRUCTION E

REGISTRATION OF ADDITIONAL SECURITIES

This Registration Statement on Form S-8 (the "Registration Statement") is being filed pursuant to General Instruction E to Form S-8 under the Securities Act of 1933, as amended (the "Securities Act"), to register additional shares for issuance pursuant to the Amended and Restated Briggs & Stratton Corporation Incentive Compensation Plan (the "Incentive Compensation Plan"). Unless otherwise noted herein, this Registration Statement incorporates by reference the contents of the registrant's registration statements on Form S-8 (File Nos. 333-42842 and 333-123512), and all the exhibits thereto, relating to the Incentive Compensation Plan, which were previously filed with the Securities and Exchange Commission on August 2, 2000 and March 23, 2005, respectively.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by Briggs & Stratton Corporation (the registrant) (Commission File No. 1-1370) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 are incorporated herein by reference:

Registrant's Annual Report on Form 10-K for the fiscal year ended June 28, 2009.

Registrant's Quarterly Reports on Form 10-Q for the quarterly periods ended September 27, 2009, December 27, 2009 and March 28, 2010.

Registrant's Current Reports on Form 8-K filed on July 2, 2009, July 30, 2009, August 13, 2009, August 14, 2009, August 17, 2009, August 24, 2009, October 13, 2009, October 16, 2009, October 23, 2009, January 19, 2010, March 2, 2010, April 27, 2010 and May 24, 2010.

Description of the registrant's common stock contained in the registrant's Registration Statement on Form 8-B, dated October 12, 1992, and filed with the Commission on October 14, 1992; and any amendment or report filed for the purpose of updating such description.

Description of the common share purchase rights contained in Amendment No. 3 to the registrant's Registration Statement on Form 8-A/A, dated and filed with the Commission on October 13, 2009; and any amendment or report filed for the purpose of updating such description.

All documents subsequently filed 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 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 a part hereof from the date of the filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes hereof 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 hereof.

Item 8. Exhibits.

See Exhibit Index following the Signatures page(s) in this Registration Statement, which Exhibit Index is incorporated herein by reference.

Item 9. Undertakings.

In accordance with the corresponding lettered undertakings in Item 512 of Regulation S-K:

(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:

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(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. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective 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. Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) of this section do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant 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 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) Reference is made to the indemnification provisions described in Item 6 of the registrant's registration statement on Form S-8 (File No. 333-42842), which as noted above portions of such registration statement are incorporated by reference into this Registration Statement.

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 has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Milwaukee, State of Wisconsin, on July 16, 2010.

BRIGGS & STRATTON CORPORATION

By: /s/ DAVID J. RODGERS
David J. Rodgers
Senior Vice President and Chief Financial Officer

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.*

Signature	Title
/s/ TODD J. TESKE Todd J. Teske	President and Chief Executive Officer and Director (Principal Executive Officer)
/s/ DAVID J. RODGERS David J. Rodgers	Senior Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)
/s/ WILLIAM F. ACHTMAYER** William F. Ahtmeyer	Director
/s/ MICHAEL E. BATTEN** Michael E. Batten	Director
/s/ DAVID L. BURNER** David L. Burner	Director
/s/ KEITH R. MCLOUGHLIN** Keith R. McLoughlin	Director
/s/ ROBERT J. O TOOLE** Robert J. O Toole	Director
/s/ JOHN S. SHIELY** John S. Shiely	Director
/s/ CHARLES I. STORY** Charles I. Story	Director
/s/ BRIAN C. WALKER** Brian C. Walker	Director

* Each of the signatures is affixed as of July 16, 2010.

** By: /s/ ROBERT F. HEATH**
Robert F. Heath,

**pursuant to power of attorney (attached as Exhibit
24 to this Registration Statement)**

BRIGGS & STRATTON CORPORATION

(the registrant)

(Commission File No. 1-1370)

EXHIBIT INDEX**TO****FORM S-8 REGISTRATION STATEMENT****Incorporated Herein**

Exhibit No.	Description	by Reference To	Filed Herewith
4.1(a)	Articles of Incorporation, as amended effective October 29, 2004	Exhibit 3.1 to the registrant's Quarterly Report on Form 10-Q for the quarter ended September 26, 2004	
4.1(b)	Bylaws, as amended and restated April 15, 2009	Exhibit 3.2 to the registrant's Quarterly Report on Form 10-Q for the quarter ended March 29, 2009	
4.2(a)	Rights Agreement, dated as of August 7, 1996 (as amended through August 12, 2009) between Briggs & Stratton Corporation and National City Bank, which includes as Exhibit A thereto the Form of Right Certificate and as Exhibit B thereto the Summary of Rights to Purchase Common Shares	Exhibit 4.1 to Amendment No. 2 to the registrant's Registration Statement on Form 8-A/A filed on August 17, 2009	
4.2(b)	Amendment to Rights Agreement, dated as of October 13, 2009 between Briggs & Stratton Corporation and National City Bank	Exhibit 4.2 to Amendment No. 3 to the registrant's Registration Statement on Form 8-A/A filed on October 13, 2009	
4.2(c)	Amendment to the Rights Agreement effective October 22, 2009	Exhibit 4.2 to the registrant's Quarterly Report on Form 10-Q for the quarter ended September 27, 2009	
4.3	Amended and Restated Briggs & Stratton Corporation Incentive Compensation Plan, as amended April 21, 2010	Exhibit 10.5 to the registrant's Quarterly Report on Form 10-Q for the quarter ended March 28, 2010	
4.4	Amended and Restated Premium Option and Restricted Stock Program	Exhibit 10.2 to the registrant's Current Report on Form 8-K dated August 11, 2009	
4.5	Amended and Restated Director's Premium Option and Stock Grant Program	Exhibit 10.12 to the registrant's Annual Report on Form 10-K for the year ended July 3, 2005	
5	Opinion of Quarles & Brady LLP		X
23.1	Consent of PricewaterhouseCoopers LLP		X
23.2	Consent of Quarles & Brady LLP		Contained in Opinion filed as Exhibit 5
24	Power of Attorney		X