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WERNER ENTERPRISES INC
 Form S-8
 February 26, 2003

As filed with the Securities and Exchange Commission on February 26, 2003
 Registration No. 333-_____

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

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

WERNER ENTERPRISES, INC.
 (Exact name of Registrant as specified in its charter)

NEBRASKA
 (State or other jurisdiction of
 incorporation or organization)

47-0648386
 (I.R.S. Employer
 Identification No.)

14507 FRONTIER ROAD
 POST OFFICE BOX 45308
 OMAHA, NEBRASKA
 (Address of Principal Executive Offices)

68145-0308
 (Zip Code)

WERNER ENTERPRISES, INC.
 AMENDED AND RESTATED STOCK OPTION PLAN
 (Full title of the Plan)

JOHN J. STEELE
 Vice President, Treasurer and
 Chief Financial Officer
 Werner Enterprises, Inc.
 14507 Frontier Road
 Post Office Box 45308
 Omaha, Nebraska 68145-0308
 (Name and address of agent for service)

Copy to:
 JOHN S. ZEILINGER
 Baird, Holm, McEachen, Pedersen,
 Hamann & Strasheim LLP
 1800 Woodmen Tower
 Omaha, Nebraska 68102-2068

(402) 895-6640
 (Telephone number, including area code, of agent for service)

(402) 344-0500

CALCULATION OF REGISTRATION FEE

| Title of each class of securities to be registered | Amount to be registered (1) | Proposed maximum offering price per share (2) | Proposed maximum aggregate offering price (2) | Amount of registration fee (2) |
|---|-----------------------------------|---|---|--------------------------------------|
| Common Stock, \$.01 par value | 9,166,667 | \$17.91 | \$164,175,006 | \$13,282 |

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- (1) Represents shares of the Registrant's common stock authorized to be issuable under the Werner Enterprises, Inc. Amended and Restated Stock Option Plan. In addition, pursuant to Rule 416(a) under the Securities Act of 1933, this Registration Statement also registers such additional indeterminate amount of shares as may be issuable as a result of a stock split, stock dividend or similar transaction with respect to the shares covered hereby.
 - (2) Estimated in accordance with Rule 457(h) under the Securities Act of 1933 solely for the purpose of calculating the registration fee. In accordance with Rule 457(h), the computation is based upon the average of the high and low sale prices for the Registrant's common stock reported by the Nasdaq National Market on February 25, 2003.
- =====

Pursuant to Rule 429 under the Securities Act of 1933, this Registration Statement also amends the information contained in the earlier registration statement relating to the Werner Enterprises, Inc. Stock Option Plan, Registration Statement No. 33-15894 filed on July 16, 1987, including Post-Effective Amendment No. 1 to Form S-8 filed on August 7, 1987 and Post-Effective Amendment No. 2 to Form S-8 filed on November 2, 1987.

EXPLANATORY NOTE

As permitted by General Instruction E to Form S-8, this Registration Statement incorporates by reference the information contained in Registration Statement No. 33-15894 relating to the Werner Enterprises, Inc. Stock Option Plan (the "Plan"), filed on July 16, 1987, including Post-Effective Amendment No. 1 to Form S-8 filed on August 7, 1987 and Post-Effective Amendment No. 2 to Form S-8 filed on November 2, 1987 (the "Prior Registration Statement"). Under the Prior Registration Statement and pursuant to Rule 416(a) under the Securities Act of 1933, the Registrant registered 2,500,000 shares of its common stock for issuance under the Plan. This Registration Statement is being filed to reflect adjustments to the aggregate number of shares of Registrant's common stock authorized to be issuable under the Plan based on stock splits and certain amendments to the Plan that increased the number of shares authorized to be issued thereunder from 2,500,000 to 11,666,667.

ITEM 8. EXHIBITS

The exhibits listed on the accompanying Exhibit Index are filed or incorporated by reference as part of this Registration Statement.

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 Omaha, Nebraska on the 26th day of February, 2003.

WERNER ENTERPRISES, INC.

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By: /s/ John J. Steele

 John J. Steele,
 Vice President, Treasurer and
 Chief Financial Officer

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

| Signature ----- | Position ----- | Date ---- |
|---|---|-------------------|
| /s/ Clarence L. Werner ----- Clarence L. Werner | Chairman of the Board, Chief Executive Officer and Director | February 26, 2003 |
| /s/ Gary L. Werner ----- Gary L. Werner | Vice Chairman and Director | February 26, 2003 |
| /s/ Curtis G. Werner ----- Curtis G. Werner | Vice Chairman - Corporate Development and Director | February 26, 2003 |
| /s/ Gregory L. Werner ----- Gregory L. Werner | President, Chief Operating Officer and Director | February 26, 2003 |
| /s/ John J. Steele ----- John J. Steele | Vice President, Treasurer and Chief Financial Officer | February 26, 2003 |
| /s/ James L. Johnson ----- James L. Johnson | Vice President, Controller and Corporate Secretary | February 26, 2003 |
| /s/ Irving B. Epstein ----- Irving B. Epstein | Director | February 26, 2003 |
| /s/ Gerald H. Timmerman ----- Gerald H. Timmerman | Director | February 26, 2003 |
| /s/ Jeffrey G. Doll ----- Jeffrey G. Doll | Director | February 26, 2003 |
| /s/ Michael L. Steinbach ----- Michael L. Steinbach | Director | February 26, 2003 |
| /s/ Kenneth M. Bird ----- Kenneth M. Bird | Director | February 26, 2003 |

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EXHIBIT INDEX

| Exhibit Number ----- | Description ----- | Page Number or Incorporated by Reference to ----- |
|----------------------------|--|---|
| 4.1(A) | Revised and Amended Articles of Incorporation | Exhibit 3 to Registration Statement on Form S-1, Registration No. 33-5245 |
| 4.1(B) | Articles of Amendment to Articles of Incorporation | Exhibit 3(i) to the Company's report on Form 10-Q for the quarter ended May 31, 1994 |
| 4.1(C) | Articles of Amendment to Articles of Incorporation | Exhibit 3(i) to the Company's report on Form 10-K for the year ended December 31, 1998 |
| 4.2 | Revised and Amended By-Laws | Exhibit 3(ii) to the Company's report on Form 10-K for the year ended December 31, 1994 |
| 4.3 | Werner Enterprises, Inc. Amended and Restated Stock Option Plan | Filed herewith |
| 5 | Opinion of Baird, Holm, McEachen, Pedersen, Hamann & Strasheim LLP regarding legality of common stock | Filed herewith |
| 23.1 | Consent of Baird, Holm, McEachen, Pedersen, Hamann & Strasheim LLP | Filed herewith (included in Exhibit 5) |
| 23.2 | Consent of KPMG LLP | Filed herewith |