

STANTEC INC  
Form 40-F  
February 21, 2013

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**FORM 40-F**

REGISTRATION STATEMENT PURSUANT TO SECTION 12 OF THE SECURITIES EXCHANGE ACT OF 1934

OR

ANNUAL REPORT PURSUANT TO SECTION 13(a) OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2012

Commission File Number: 001-32562

**STANTEC INC.**

(Exact name of Registrant as specified in its charter)

(Translation of Registrant's name into English (if applicable))

Canada

(Province or other jurisdiction of incorporation or organization)

8711

(Primary Standard Industrial Classification Code Number (if applicable))

N/A

(I.R.S. Employer Identification Number (if applicable))

10160 112 Street, Edmonton, Alberta, Canada T5K 2L6

(Address and telephone number of Registrant's principal executive offices)

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Stantec Consulting Services Inc., 19 Technology Drive, Irvine, CA 92618-2334 (949) 923-6000

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

Securities registered or to be registered pursuant to Section 12(b) of the Act.

Title of each class

Name of each exchange on which registered

Common Shares

New York Stock Exchange

Securities registered or to be registered pursuant to Section 12(g) of the Act.

None.  
(Title of Class)

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act.

None.  
(Title of Class)

For annual reports, indicate by check mark the information filed with this Form:

Annual information form  Audited annual financial statements

Indicate the number of outstanding shares of each of the issuer's classes of capital or common stock as of the close of the period covered by the annual report.

As of December 31, 2012 45,983,894 Common Shares outstanding.

Indicate by check mark whether the Registrant by filing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934 (the Exchange Act). If Yes is marked, indicate the file number assigned to the Registrant in connection with such Rule.

Yes  No

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files).

Yes  No

### **DISCLOSURE CONTROLS AND PROCEDURES**

The disclosure provided under Controls and Procedures on page M-65 of Exhibit 2, Management's Discussion and Analysis, is incorporated by reference herein.

### **MANAGEMENT'S ANNUAL REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING**

The disclosure provided under Management Report on page F-1 of Exhibit 3, 2012 Audited Consolidated Financial Statements, is incorporated by reference herein.

### **AUDITOR ATTESTATION**

The disclosure provided under Independent Auditors' Report on Internal Control Over Financial Reporting on page F-3 of Exhibit 3, 2012 Audited Consolidated Financial Statements, is incorporated by reference herein.

### **CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING**

The disclosure provided under Controls and Procedures on page M-65 of Exhibit 2, Management's Discussion and Analysis, is incorporated by reference herein.

### **IDENTIFICATION OF THE AUDIT COMMITTEE**

On December 31, 2012, Stantec's audit and risk committee was made up of the following three members: Ivor M. Ruste (Chair), David L. Emerson, and Douglas K. Ammerman.

### **AUDIT COMMITTEE FINANCIAL EXPERT**

Stantec's Board of Directors has determined that all of the members of the audit and risk committee are financial experts. Ivor M. Ruste, David L. Emerson, and Douglas K. Ammerman are each an audit committee financial expert (as such term is defined in the rules and regulations of the Securities Exchange Commission) and are independent, as that term is defined by the New York Stock Exchange's corporate governance standards applicable to Stantec. The Securities and Exchange Commission has indicated that the designation of a person as an audit committee financial expert does not impose on such person any duties, obligations or liability that are greater than those imposed on such person as a member of the audit committee and the Board of Directors in the absence of such designation and does not affect the duties, obligations or liability of any other member of the audit committee or Board of Directors.

### **CODE OF ETHICS**

Stantec has adopted a code of ethics, entitled Stantec Code of Ethics. The Code of Ethics applies to all directors, officers and employees of Stantec, including Stantec's principal executive officer, principal financial officer and principal accounting officer. Stantec requires that all officers and employees annually certify that they have read and understand the Code. The Code of Ethics is reviewed at least annually to ensure that it complies with all legal requirements and is in alignment with best practices. In the event that amendments are needed, recommendations are made to the corporate governance and compensation committee and the Board of Directors for approval. On October 31, 2012, the Board of Directors approved an amended and restated Code of Ethics. The amendments strengthened the anti-corruption provisions of the Code of Ethics

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and added a provision relating to appropriate use of social media. The Code of Ethics as amended and restated on October 31, 2012 is filed as Exhibit 9 to this Annual Report, is available on Stantec's website ([www.stantec.com](http://www.stantec.com)) under the About Governance section and is available in print to any shareholder upon written request to the Secretary of Stantec.

The Board of Directors believes that providing a forum for employees and officers to raise concerns about ethical conduct and treating all complaints with the appropriate level of seriousness foster a culture of ethical conduct within Stan-

tec. Stantec's Integrity Policy sets out our procedures for reporting and investigating observations or concerns raised by employees or officers of the company. The Integrity Policy is available at [www.stantec.com](http://www.stantec.com). Stantec monitors compliance with its code through its integrity hotline. The integrity hotline allows officers or employees to report concerns regarding breaches of our code in writing, over the telephone, by mail or by email. All complaints are treated as confidential, and requests to maintain anonymity are respected to the extent possible. The integrity hotline is monitored by the office of Stantec's general counsel.

Copies of all complaints are reviewed by the chair of the Audit and Risk Committee upon receipt. A quarterly report is presented to the Audit and Risk Committee summarizing the status of any active investigations of complaints and the resolution of all complaints made through the integrity hotline.

The Board of Directors believes that its effectiveness is furthered when directors exercise independent judgment in considering transactions and agreements. As such, if at any Board of Directors' meeting a director or executive officer has a material interest in a matter being considered, such director or officer would not be present for discussions relating to the matter and would not participate in any vote on the matter.

#### **PRINCIPAL ACCOUNTANT FEES AND SERVICES**

The disclosure provided under External Auditor Service Fees on page 17 of Exhibit 1, Annual Information Form, is incorporated by reference herein.

#### **AUDIT COMMITTEE PRE-APPROVAL POLICIES AND PROCEDURES**

The disclosure provided under Preapproval Policy on page 17 of Exhibit 1, Annual Information Form, is incorporated by reference herein. No audit fees, audit-related fees, tax fees or other fees were approved by the Audit and Risk Committee pursuant to paragraph (c)(7)(i)(C) of Regulation S-X.

#### **OFF-BALANCE SHEET ARRANGEMENTS**

The disclosure provided under Off-Balance Sheet Arrangements on pages M-42 through M-43 of Exhibit 2, Management's Discussion and Analysis, is incorporated by reference herein.

#### **CONTRACTUAL OBLIGATIONS**

The disclosure provided under Contractual Obligations on page M-42 of Exhibit 2, Management's Discussion and Analysis, is incorporated by reference herein.

#### **CORPORATE GOVERNANCE**

The disclosure provided under NYSE Corporate Governance Disclosure on page 18 of Exhibit 1, Annual Information Form, is incorporated by reference herein.

#### **UNDERTAKING AND CONSENT TO SERVICE OF PROCESS**

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### **A. Undertaking**

Stantec undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to the securities registered pursuant to Form 40-F, the securities in relation to which the obligation to file an annual report on Form 40-F arises, or transactions in said securities.

**B. Consent to Service of Process**

Stantec has previously filed with the Commission a Form F-X in connection with the Common Shares.

**SIGNATURES**

Pursuant to the requirements of the Exchange Act, the registrant certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this annual report to be signed on its behalf by the undersigned, thereto duly authorized.

STANTEC INC.

/s/ Robert J. Gomes  
Robert J. Gomes  
President and Chief Executive Officer

Date: February 20, 2013



**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 99.1               | Annual Information Form dated February 20, 2013   |
| 99.2               | Management's Discussion and Analysis for the year ended December 31, 2012 (pages M-1 through M-68 of the 2012 Financial Review)       |
| 99.3               | 2012 Audited Consolidated Financial Statements (pages F-1 through F-58 of the 2012 Financial Review)                                  |
| 99.4               | Consent of Ernst & Young LLP  |
| 99.5               | Officers' Certifications required by Rule 13a-14(a) or Rule 15d-14(a), pursuant to Section 302 of the U.S. Sarbanes-Oxley Act of 2002 |
| 99.6               | Officers' Certification pursuant to 18 U.S.C. Section 1350, as enacted pursuant to Section 906 of the U.S. Sarbanes-Oxley Act of 2002 |
| 99.7               | Officers' Certifications required by Rule 13a-14(a) or Rule 15d-14(a), pursuant to Section 302 of the U.S. Sarbanes-Oxley Act of 2002 |
| 99.8               | Officers' Certification pursuant to 18 U.S.C. Section 1350, as enacted pursuant to Section 906 of the U.S. Sarbanes-Oxley Act of 2002 |
| 99.9               | Code of Ethics  |