

Edgar Filing: ASHLAND INC. - Form S-8

ASHLAND INC.  
Form S-8  
August 09, 2005

As filed with the Securities and Exchange Commission on August 9, 2005  
Registration No. 333-\_\_\_\_\_

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

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

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ASHLAND INC.  
(FORMERLY NEW EXM INC.)  
(Exact name of Registrant as specified in its charter)

Kentucky  
(State or other jurisdiction of  
incorporation or organization)

20-0865835  
(I.R.S. Employer Identification No.)

50 E. RiverCenter Boulevard  
P.O. Box 391  
Covington, KY 41012-0391  
(859) 815-3333

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

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AMENDED AND RESTATED ASHLAND INC. INCENTIVE PLAN  
(Full title of the Plan)

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David L. Hausrath, Esq.  
Senior Vice President,  
General Counsel and Secretary  
50 E. RiverCenter Boulevard  
P.O. Box 391  
Covington, KY 41012-0391  
(859) 815-3333

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

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CALCULATION OF REGISTRATION FEE

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| TITLE OF<br>SECURITIES<br>TO BE REGISTERED | AMOUNT<br>TO BE<br>REGISTERED [1] | PROPOSED MAXIMUM<br>OFFERING PRICE PER<br>SHARE | PROPOSED MAXIMUM<br>AGGREGATE OFFERING<br>PRICE |
|--|-----------------------------------|---|---|
|--|-----------------------------------|---|---|

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Common Stock, par value \$0.01 per share, and Rights attached thereto [2] 463,553 [3] \$62.045 [4] \$28,761,145.89 [

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[1] Pursuant to Rule 416 under the Securities Act of 1933, to the extent additional shares of Common Stock may be issued or issuable as a result of a stock split or other distribution declared at any time by the Board of Directors while this Registration Statement is in effect, this Registration Statement is hereby deemed to cover all of such additional common stock.

[2] One Right to purchase one-thousandth of a share of Series A Participating Cumulative Preferred Stock accompanies each share of Common Stock, par value \$0.01 per share.

[3] Constitutes 463,553 additional shares of the Registrant's common stock issuable under the Amended and Restated Ashland Inc. Incentive Plan as a result of the Transactions (as defined in Registration Statement Number 333-54766 described below).

[4] Estimated solely for the purposes of calculating the registration fee in accordance with Rule 457 of the Act on the basis of the average of the high and low reported sale prices of the Registrant's common stock on the New York Stock Exchange Composite Tape on August 3, 2005 (\$62.045).

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This Registration Statement on Form S-8 incorporates by reference the contents of the Registration Statement Number 333-54766 pursuant to Instruction E of the General Instructions to the Form S-8.

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SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that 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 Covington, Commonwealth of Kentucky, on August 9, 2005.

ASHLAND INC.,

By /s/ David L. Hausrath

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Name: David L. Hausrath  
Title: Senior Vice President, General  
Counsel and Secretary

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons in the capacities indicated on August 9, 2005.

SIGNATURE

TITLE

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|                                       |  |
|---------------------------------------|--|
| *<br>-----<br>James J. O'Brien        | Chairman of the Board and Chief Executive<br>(Principal Executive Officer) |
| *<br>-----<br>J. Marvin Quin          | Senior Vice President and Chief Financial<br>(Principal Financial Officer) |
| *<br>-----<br>Lamar M. Chambers       | Vice President and Controller<br>(Principal Accounting Officer)            |
| *<br>-----<br>Ernest H. Drew          | Director   |
| *<br>-----<br>Roger W. Hale           | Director   |
| *<br>-----<br>Bernadine P. Healy      | Director   |
| *<br>-----<br>Mannie L. Jackson       | Director   |
| *<br>-----<br>Patrick F. Noonan       | Director   |
| *<br>-----<br>Kathleen Ligocki        | Director   |
| 3                                     |  |
| *<br>-----<br>George A. Schaefer, Jr. | Director   |
| *<br>-----<br>Theodore M. Solso       | Director   |
| *<br>-----                            | Director   |

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Michael J. Ward

\*By: /s/ David L. Hausrath  
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David L. Hausrath  
Attorney-in-fact

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EXHIBIT INDEX

- 4.1 Second Restated Articles of Incorporation of the Registrant (incorporated herein by reference to Exhibit 3(i) to Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2005).\*
- 4.2 Rights Agreement dated as of May 16, 1996 between Ashland Inc. and National City Bank, as Rights Agent (incorporated herein by reference to Exhibit 4.4 to Old Ashland's Annual Report on Form 10-K for the fiscal year ended September 30, 2001).\*
- 4.3 Amendment No. 1 dated as of March 18, 2004 to Rights Agreement dated as of May 16, 1996 between Ashland Inc. and National City Bank, as Rights Agent (incorporated herein by reference to Exhibit 4 to Old Ashland's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2004).\*
- 4.4 Amendment No. 2 dated as of April 27, 2005 to Rights Agreement dated as of May 16, 1996 between Ashland Inc. and National City Bank, as Rights Agent (incorporated herein by reference to Exhibit 4.4 of the Registrant's Form S-4/A filed with the Commission on May 2, 2005 (Registration No. 333-119689-01)).\*
- 4.5 Specimen certificate of Common Stock, par value \$0.01 per share (incorporated herein by reference to Exhibit 4.2 of the Registrant's Form S-4/A filed with the Commission on May 10, 2005 (Registration No. 333-119689-01)).\*
- 4.6 By-laws of the Registrant (incorporated herein by reference to Exhibit 3(ii) to Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2005).\*
- 5 Opinion of David L. Hausrath, Esq.\*\*
- 23.1 Consent of Ernst & Young LLP.\*\*
- 23.2 Consent of PricewaterhouseCoopers LLP.\*\*
- 23.3 Consent of David L. Hausrath, Esq. (included as part of Exhibit 5).\*\*
- 24.1 Power of Attorney.\*\*
- 24.1 Certified Resolutions of the Registrant's Board of Directors authorizing execution of this Registration Statement by Power of Attorney.\*\*

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\*Previously filed

\*\*Filed herewith

