

MATTHEWS INTERNATIONAL CORP  
Form S-8  
February 03, 2006

As filed with the Securities and Exchange Commission on February 3, 2006 Registration No. \_\_\_\_\_

**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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**MATTHEWS INTERNATIONAL CORPORATION**  
(Exact name of issuer as specified in its charter)

**Pennsylvania**                      **25-0644320**  
(State or other jurisdiction of              (I.R.S. Employer  
incorporation or organization)              Identification No.)

**Two NorthShore Center  
Pittsburgh, Pennsylvania 15212**  
(Address, including zip code, of Registrant's Principal Executive Offices)

**MATTHEWS INTERNATIONAL CORPORATION  
1994 DIRECTOR FEE PLAN**  
(Full title of the plan)

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**Steven F. Nicola**  
**Matthews International Corporation**  
**Two NorthShore Center**  
**Pittsburgh, PA 15212**  
**(412) 442-8200**  
(Name and address, including zip code and telephone number,  
including area code, of agent for service)

**Copy to:**  
**Pasquale D. Gentile, Jr., Esquire**  
**Reed Smith LLP**  
**435 Sixth Avenue**  
**Pittsburgh, PA 15219**  
**(412) 288-4112**

**CALCULATION OF REGISTRATION FEE**

Title of securities to be registered	Amount to be registered <sup>1</sup>	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee
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Common Stock, par value	395,562 shares	\$37.73 <sup>2</sup>	\$14,924,555 <sup>2</sup>	\$1,597 <sup>2</sup>
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\$1.00 per share .

<sup>1</sup> Together with an indeterminate number of additional shares that may be necessary to adjust the number of shares reserved for issuance under the Matthews International Corporation 1994 Director Fee Plan as a result of any future stock split, stock dividend or similar adjustment of the outstanding Common Stock.

<sup>2</sup> Estimated pursuant to Rules 457(h) and (c), solely for the purpose of calculating the registration fee. The price per share is estimated based on the average of the high and low sales price of the Common Stock as reported on the National Market System of the National Association of Securities Dealers, Inc. for January 31, 2006 as quoted in the *Wall Street Journal*.

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**PART II**

**INFORMATION REQUIRED IN  
REGISTRATION STATEMENT**

**Item 3. Incorporation of Certain Documents by Reference**

This Form S-8 Registration Statement is being filed pursuant to paragraph E of the general instructions to Form S-8 to register an additional 395,562 shares of Common Stock, par value \$1.00 per share, being offered under the Matthews International Corporation (the "Company") 1994 Director Fee Plan (the "Plan").

The contents of the Company's initial Form S-8 Registration Statement with respect to the Plan, File No. 33-57797 (the "Original S-8") which was filed with the Securities and Exchange Commission on February 22, 1995, are hereby incorporated by reference to this Form S-8 Registration Statement, except to the extent modified below.

**Item 8. Exhibits.**

Exhibit

No.

- |      |                                                                                    |
|------|------------------------------------------------------------------------------------|
| 5.1  | Opinion of Reed Smith LLP as to the legality of the Common Stock, filed herewith.  |
| 23.1 | Consent of Reed Smith LLP (included in Exhibit 5.1 filed herewith).                |
| 23.2 | Consent of PricewaterhouseCoopers LLP, filed herewith.                             |
| 24.1 | Power of Attorney, contained on the signature page to this Registration Statement. |
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**SIGNATURES**

**Pursuant to the requirements of the Securities Act of 1933, as amended (the "Act"), 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 Pittsburgh, State of Pennsylvania, on the 3<sup>rd</sup> day of February, 2006.**

**MATTHEWS INTERNATIONAL CORPORATION**

**By /s/ David M. Kelly**

**David M. Kelly, Chairman of the Board and Chief Executive Officer**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints David M. Kelly and Steven F. Nicola, and each of them, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his or her substitutes, may lawfully do or cause to be done by virtue thereof

**Pursuant to the requirements of the Act, this Registration Statement has been signed by the following persons in the capacities indicated on the 3<sup>rd</sup> day of February, 2006.**

<u>Name</u>	<u>Title</u>
<i>/s/ David M. Kelly</i> David M. Kelly	Chairman of the Board and Chief Executive Officer (principal executive officer)
<i>/s/ Steven F. Nicola</i> Steven F. Nicola	Chief Financial Officer, Secretary and Treasurer (principal financial officer and principal accounting officer)
<i>/s/ Joseph C. Bartolacci</i> Joseph C. Bartolacci	Director
<i>/s/ David J. DeCarlo</i> David J. DeCarlo	Director
<i>/s/ Robert J. Kavanaugh</i> Robert J. Kavanaugh	Director
<i>/s/ Glenn R. Mahone</i> Glenn R. Mahone	Director
<i>/s/ John P. O'Leary, Jr.</i> John P. O'Leary, Jr.	Director

*/s/ William J. Stallkamp*  
William J. Stallkamp

Director

*/s/ John D. Turner*  
John D. Turner

Director

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**MATTHEWS INTERNATIONAL CORPORATION**

**1994 DIRECTOR FEE PLAN**

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**REGISTRATION STATEMENT  
ON FORM S-8**

Exhibit Index

<u>Exhibit No.</u>	<u>Document</u>	<u>Sequential Page</u>
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