

ADC TELECOMMUNICATIONS INC
Form S-8 POS
February 27, 2002

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**POST-EFFECTIVE
AMENDMENT NO. 1
TO
FORM S-8**

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

ADC TELECOMMUNICATIONS, INC.

(Exact name of registrant as specified in its charter)

Minnesota
(State or other jurisdiction
of incorporation or organization)

41-0743912
(I.R.S. employer
identification no.)

**13625 Technology Drive
Eden Prairie, Minnesota**
(Address of principal executive offices)

55344
(Zip code)

**ADC TELECOMMUNICATIONS, INC.
NONEMPLOYEE DIRECTOR STOCK OPTION PLAN**
(Full title of the plan)

Jeffrey D. Pflaum
Vice President, Chief Legal Officer and Secretary
ADC Telecommunications, Inc.
13625 Technology Drive
Eden Prairie, Minnesota 55344
(Name and address of agent for service)

(952) 938-8080
(Telephone number, including area code, of agent for service)

This Post-Effective Amendment No. 1 to Registration Statement No. 333-56808 is being filed because the Registrant's Non-Employee Director Stock Option Plan (the "Non-employee Director Plan") has been combined with the Registrant's Global Stock Incentive Plan (the "Global Plan"), and the shares under the Non-employee Director Plan are being transferred to the Global Plan. The Registrant is concurrently filing a Registration Statement on Form S-8 for its Global Plan, which applies to the 2,903,600 shares of the Registrant's common stock that are reserved for issuance under outstanding awards or available for future award grants under the Non-Employee Director Plan and that were registered on registration statements filed with the Securities and Exchange Commission on May 31, 1991 (File No. 033-40357) (1,760,000 shares), April 22, 1997 (File No. 333-25623) (1,600,000 shares) and March 9, 2001 (File No. 333-56808) (500,000 shares). Accordingly, a total of 2,903,600 shares previously registered under the Non-employee Director Plan are hereby transferred from the Non-employee Director Plan to the Global Plan. The shares listed above reflect all stock splits of the Registrant effective through the date of this filing.

PART II.
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

- 4.1 Restated Articles of Incorporation of ADC Telecommunications, Inc., as amended (incorporated by reference to Exhibit 4.1 of ADC's Registration Statement on Form S-3 dated April 15, 1997).
- 4.2 Articles of Amendment to Restated Articles of Incorporation of ADC Telecommunications, Inc. dated January 20, 2000 (incorporated by reference to Exhibit 4.6 to ADC's Registration Statement on Form S-8 dated March 14, 2000).
- 4.3 Articles of Amendment to Restated Articles of Incorporation of ADC Telecommunications, Inc. dated June 30, 2000 (incorporated by reference to Exhibit 4-g to ADC's Form 10-Q for the quarter ended July 31, 2000).
- 4.4 Restated Bylaws of ADC Telecommunications, Inc., as amended (incorporated by reference to Exhibit 4.2 to ADC's Registration Statement on Form S-3 dated April 15, 1997).
- 4.5 Form of certificate for shares of common stock of ADC (incorporated by reference to Exhibit 4-a to ADC's Form 10-Q for the quarter ended January 31, 1996).
- 4.6 Second Amended and Restated Rights Agreement, amended and restated as of November 28, 1995, between ADC Telecommunications, Inc. and Norwest Bank Minnesota, National Association (amending and restating the Rights Agreement dated as of September 23, 1986, as amended and restated as of August 16, 1989), which includes as Exhibit A thereto the form of Rights Certificate (incorporated by reference to Exhibit 4 to ADC's Current Report on Form 8-K dated December 11, 1995).
- 4.7 Amendment to Second Amended and Restated Rights Agreement dated as of October 6, 1999 between ADC Telecommunications, Inc. and Norwest Bank Minnesota, National Association (incorporated by reference to Exhibit 4-c to ADC's Form 10-K for the fiscal year ended October 31, 1999).
- 4.8 Amendment No. 2 to Second Amended and Restated Rights Agreement dated as of November 15, 2000 between ADC Telecommunications, Inc., Wells Fargo Bank Minnesota, N.A. (formerly Norwest Bank Minnesota, N.A.) and Computershare Investment Services, LLC (incorporated by reference to Exhibit 4.8 to ADC's Registration Statement on Form S-8 dated February 28, 2001).
- 24.1 Power of Attorney (included on signature page).

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Eden Prairie, State of Minnesota, as of the 26th day of February, 2002.

ADC TELECOMMUNICATIONS, INC.

By /s/ Richard R. Roscitt

Richard R. Roscitt
Chairman of the Board, President and Chief Executive Officer

POWER OF ATTORNEY

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KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Jeffrey D. Pflaum and Charles T. Roehrick and each of them acting individually, as such person's true and lawful attorneys-in-fact and agents, each with full power of substitution, for such person, 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 and with such state securities commissions and other agencies as necessary, 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 in connection therewith, as fully to all intents and purposes as such person 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 substitutes, may do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed on February 26, 2002, by the following persons in the capacities indicated:

| Signature | Title |
|---------------------------|---|
| /s/ Richard R. Roscitt | Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer) |
| Richard R. Roscitt | |
| /s/ Robert E. Switz | Executive Vice President, Chief Financial Officer (Principal Financial Officer) |
| Robert E. Switz | |
| /s/ Charles T. Roehrick | Vice President, Controller (Principal Accounting Officer) |
| Charles T. Roehrick | |
| /s/ Robert Annunziata | Director |
| Robert Annunziata | |
| /s/ John A. Blanchard III | Director |
| John A. Blanchard III | |
| 2 | |
| /s/ John J. Boyle III | Director |
| John J. Boyle III | |
| /s/ James C. Castle | Director |
| James C. Castle, Ph.D. | |
| /s/ B. Kristine Johnson | Director |
| B. Kristine Johnson | |
| /s/ Jean-Pierre Rosso | Director |
| Jean-Pierre Rosso | |
| /s/ Larry W. Wangberg | Director |
| Larry W. Wangberg | |

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/s/ John D. Wunsch

Director

John D. Wunsch

/s/ Charles D. Yost

Director

Charles D. Yost

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