

TECHNITROL INC
Form S-8
July 10, 2009

As filed with the Securities and Exchange Commission on July 10, 2009

Registration No. 333-_____

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

TECHNITROL, INC.
(Exact Name of Registrant as Specified in Its Charter)

Pennsylvania
(State or Other Jurisdiction of
Incorporation or Organization)

23-1292472
(I.R.S. Employer
Identification No.)

1210 Northbrook Drive, Suite 470
Trevose, Pennsylvania
(Address of Principal Executive Offices)

19053-8046
(Zip Code)

Technitrol, Inc. Board of Directors Stock Plan
(Full Title of the Plan)

Drew A. Moyer
Senior Vice President and Chief Financial Officer
Technitrol, Inc.
1210 Northbrook Drive, Suite 470
Trevose, PA 19053

(Name and Address of Agent for Service)
(215) 355-2900

(Telephone Number, Including Area Code, of Agent For Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

| Title of Securities | Amount To Be | Proposed Maximum Offering Price | Proposed Maximum Aggregate |
|----------------------------|---------------------|--|-----------------------------------|
|----------------------------|---------------------|--|-----------------------------------|

| | | | | Amount of Registration Fee |
|---|-----------------------|----------------------|---------------------------|---|
| To Be Registered | Registered (1) | Per Share (2) | Offering Price (2) | |
| Common Stock, \$.125 par value per share | 145,000 (3) | \$6.08 | \$881,600 | \$ 49.19 |

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended, this Registration Statement also covers such additional shares of Common Stock as may hereinafter be offered or issued to prevent dilution resulting from stock splits, stock dividends, reverse stock splits, split-ups, reclassifications or other similar events effected without the receipt of consideration.
- (2) Estimated pursuant to Rule 457(c) and (h) under the Securities Act of 1933, as amended, solely for the purpose of calculating the registration fee, based upon the average of the high and low prices of the Common Stock

reported on the
New York Stock
Exchange on
July 6, 2009.

- (3) This
Registration
Statement
relates to an
amendment to
the Technitrol,
Inc. Board of
Directors Stock
Plan (the Plan)
to increase the
number of
shares of
Common Stock
authorized to be
issued under the
Plan from
105,000 to
250,000 shares
of Common
Stock. Pursuant
to Instruction E
of Form S-8, the
filing fee is
being paid only
with respect to
the 145,000
shares of
Common Stock
not previously
registered.
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EXPLANATORY NOTE

This Registration Statement relates to an amendment to the Technitrol, Inc. Board of Directors Stock Plan (the Plan) to increase the number of shares of Common Stock authorized to be issued under the Plan from 105,000 to 250,000 shares. The contents of the Registrant's Registration Statements on Form S-8, registration nos. 333-55751 and 333-130013, filed with the Securities and Exchange Commission (the Commission) on June 1, 1998 and November 30, 2005, respectively, with respect to the Plan are hereby incorporated by reference pursuant to Instruction E of Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed with the Commission by the Registrant are incorporated by reference in this Registration Statement and made a part hereof:

1. The Registrant's Annual Report on Form 10-K for the year ended December 26, 2008;
2. The Registrant's Quarterly Report on Form 10-Q for the quarter ended March 27, 2009;
3. The Registrant's Current Reports on Form 8-K filed on December 31, 2008, February 26, 2009, April 7, 2009, May 11, 2009, June 8, 2009, June 12, 2009, June 18, 2009 and June 30, 2009; and
4. The Registrant's Registration Statement on Form 8-A/A filed on July 5, 2000 describing the Registrant's Common Stock, including any amendment or reports filed for the purpose of updating such description.

All documents and reports filed by the Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 (the Exchange Act) after the date of this Registration Statement and prior to the filing of a post-effective amendment hereto which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents or reports. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified shall not be deemed to constitute a part of the Registration Statement except as so modified and any statement so superseded shall not be deemed to constitute a part of this Registration Statement.

Item 5. Interests of Named Experts and Counsel.

The validity of the authorized and unissued shares of Common Stock to be issued under the Plan was passed upon by Brian E. Morrissey, Esq., Corporate Counsel, of the Registrant. As of July 8, 2009, Mr. Morrissey beneficially owns, or has the right to acquire under any employee benefit plan of the Registrant, an aggregate of 1,900 shares of Common Stock of the Registrant.

Item 6. Indemnification of Directors and Officers.

The Pennsylvania Business Corporation Law generally provides that a company shall have the power to indemnify its officers, directors and others against liability incurred by them by reason of their position with the company if such person acted in good faith and in a manner reasonably believed to be in, or not opposed to, the best interest of the company, and, with respect to any criminal action or proceeding related to a third-party action, the indemnified party had no reasonable cause to believe his conduct was unlawful.

Section 1 of Article VII of the Registrant's Bylaws provides for mandatory indemnification of directors and officers against third-party actions in such circumstances. Section 2 of Article VII of the Registrant's Bylaws provides for mandatory indemnification for any director or officer made party to any derivative suit if he acted in good faith and in a manner

reasonably believed to be in, or not opposed to, the best interest of the Registrant; provided, however, no indemnification against expenses will be made where the person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Registrant unless and to the extent that the applicable Court of Common Pleas shall determine such person is fairly and reasonably entitled to indemnity. Under Section 3 of Article VII, an independent determination of disinterested directors, legal counsel or shareholders of the Registrant will determine whether the person is entitled to indemnification under Sections 1 and 2, unless indemnification is ordered by a court. In addition, Section 5 of Article VII of the Bylaws provides for advancement of expenses in advance of the final disposition of any action, suit or proceeding upon receipt of an undertaking, by or on behalf of the person who may be entitled to indemnification under Sections 1, 2 and 4 of Article VII, to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Registrant.

The Pennsylvania Business Corporation Law also permits a corporation to include in its bylaws, and in agreements between the corporation and its directors and officers, provisions expanding the scope of indemnification beyond that specifically provided by the Pennsylvania Business Corporation Law; provided, however, indemnification shall not be permitted in any case where the act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness. Section 4 of Article VII of the Registrant's Bylaws generally provides for mandatory indemnification of officers and directors acting on behalf of the Registrant, except that indemnification shall not be permitted in any case where the act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness. Indemnification under Section 4 of Article VII of the Registrant's Bylaws will be provided without the independent determination or court order required by Section 3 as described above.

The Registrant also has entered into an Indemnification Agreement with each of the executive officers and directors of the Registrant. The Indemnification Agreements provide the same scope of indemnification as provided under the Bylaws. The Indemnification Agreements are direct contractual obligations of the Registrant in favor of the directors and officers. Therefore, in the event that the Bylaws are subsequently changed to reduce the scope of indemnification, executive officers and directors with Indemnification Agreements will not be affected by such changes.

In addition, the Registrant maintains directors and officers insurance under which its directors and officers are insured against certain liabilities that may be incurred by them in their capacities as such.

Item 8. Exhibits.

| Exhibit No. | Description of Exhibit |
|--------------------|---|
| 4.1 | Technitrol, Inc. Board of Directors Stock Plan, as amended (incorporated by reference to Exhibit 10.4 to the Registrant's Form 8-K dated May 15, 2008). |
| 5.1 | Opinion of Brian E. Morrissey, Esq., Corporate Counsel of the Registrant. |
| 23.1 | Consent of Brian E. Morrissey, Esq. (included as part of Exhibit 5.1 hereto). |
| 23.2 | Consent of KPMG LLP. |
| 24.1 | Power of Attorney (included in signature page). |

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 Borough of Trevese, Commonwealth of Pennsylvania on this 8th day of July, 2009.

TECHNITROL, INC.

By: /s/ Drew A. Moyer
 Drew A. Moyer
 Senior Vice President and Chief
 Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Each person whose signature appears below constitutes and appoints Drew A. Moyer and James M. Papada, III, jointly and severally, his attorneys-in-fact, each with the power of substitution, for him in any and all capacities to sign any amendments to this Registration Statement on Form S-8, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof.

| NAME | CAPACITY | DATE |
|--|---|--------------|
| /s/ James M. Papada, III James M. Papada, III | Chairman and Chief Executive Officer (Principal Executive Officer) | July 8, 2009 |
| /s/ Drew A. Moyer Drew A. Moyer | Senior Vice President and Chief Financial Officer (Principal Financial Officer) | July 8, 2009 |
| /s/ Michael P. Ginnetti Michael P. Ginnetti | Corporate Controller and Chief Accounting Officer (Principal Accounting Officer) | July 8, 2009 |
| /s/ Alan E. Barton Alan E. Barton | Director | July 8, 2009 |
| /s/ John E. Burrows, Jr. John E. Burrows, Jr. | Director | July 8, 2009 |
| /s/ Howard C. Deck Howard C. Deck | Director | July 8, 2009 |
| /s/ David H. Hofmann David H. Hofmann | Director | July 8, 2009 |

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/s/ Edward M. Mazze

Director

July 8, 2009

Edward M. Mazze

/s/ C. Mark Melliar-Smith

Director

July 8, 2009

C. Mark Melliar-Smith

EXHIBIT INDEX

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