

FOREST CITY ENTERPRISES INC

Form S-8 POS

January 20, 2005

**Table of Contents**

As filed with the Securities and Exchange Commission on January 20, 2005

Registration No. 333-38912

---

**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**

**FOREST CITY ENTERPRISES, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Ohio**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**34-0863886**  
(I.R.S. Employer  
Identification No.)

---

1100 Terminal Tower, 50 Public Square  
Cleveland, Ohio 44113-2203  
(Address of Principal Executive Offices) (Zip Code)

**FOREST CITY ENTERPRISES, INC.  
DEFERRED COMPENSATION PLAN FOR NONEMPLOYEE DIRECTORS**

(Full Title of the Plan)

---

FCE Statutory Agent, Inc.  
Forest City Enterprises, Inc.  
1100 Terminal Tower  
50 Public Square  
Cleveland, Ohio 44113-2203  
(Name and Address of Agent for Service)

(216) 621-6060  
(Telephone Number, Including Area Code, of Agent For Service)

---

This Post-Effective Amendment No. 1 is being filed to add new  
Exhibit 4.8 and additional Exhibit 23 to the Registration Statement.

This Post-Effective Amendment No. 1 to the Registration Statement shall become effective upon filing  
with the Securities and Exchange Commission pursuant to Rule 464 under the Securities Act of 1933.



**TABLE OF CONTENTS**

Part II

Item 8. Exhibits

**SIGNATURES**

Item 8. Exhibits

EX-4.8 Third Amendment to the Deferred Compensation Plan

EX-23 Consent of Independent Registered Public Accounting Firm

---

**Table of Contents**

**Part II**

Part II of Registration Statement No. 333-38912 on Form S-8, filed by Forest City Enterprises Inc. ( Registrant ) with the Securities and Exchange Commission ( SEC ) on June 9, 2000, is hereby amended by adding new Exhibits 4.8 and 23.

**Item 8. Exhibits**

- 4.8 Amendment No. 3 to the Forest City Enterprises, Inc. Deferred Compensation Plan for Nonemployee Directors
  - 23 Consent of Independent Registered Public Accounting Firm
-

**Table of Contents**

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 Post-Effective Amendment No. 1 to Registration Statement No. 333-38912 on Form S-8 ( Post-Effective Amendment No. 1 ) to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cleveland, State of Ohio, on January 20, 2005.

THE FOREST CITY ENTERPRISES, INC.

By: /s/ Thomas G. Smith

Thomas G. Smith  
Executive Vice President, Chief Financial Officer,  
and Secretary

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated below on January 20, 2005.

<u>Signature</u>	<u>Title</u>
* _____ Albert B. Ratner	Co-Chairman of the Board and Director
* _____ Samuel H. Miller	Co-Chairman of the Board, Treasurer and Director
* _____ Charles A. Ratner	President, Chief Executive Officer and Director (Principal Executive Officer)
* _____ Thomas G. Smith	Executive Vice President, Chief Financial Officer and Secretary (Principal Financial Officer)
* _____ Linda M. Kane	Senior Vice President and Corporate Controller (Principal Accounting Officer)
* _____ James A. Ratner	Executive Vice President and Director



**Table of Contents**

\* Executive Vice President and Director

---

Ronald A. Ratner

\* Executive Vice President and Director

---

Brian J. Ratner

\* Director

---

Deborah Ratner Salzberg

\* Director

---

Michael P. Esposito, Jr.

\* Director

---

Scott S. Cowen

\* Director

---

Jerry V. Jarrett

\* Director

---

Joan K. Shafran

\* Director

---

Louis Stokes

\* Director

---

Stan Ross

\* Thomas G. Smith, the undersigned attorney-in-fact, by signing his name hereto, does hereby sign and execute this Post-Effective Amendment No. 1 on behalf of the above indicated officers and directors thereof (constituting a majority of the directors) pursuant to the power of attorney filed as Exhibit 24 to Registration Statement No. 333-38912 on Form S-8 with the Securities and Exchange Commission.

January 20, 2005

By: /s/ Thomas G. Smith

Thomas G. Smith, Attorney-in-Fact



**Table of Contents**

**EXHIBIT INDEX**

4.8	Amendment No. 3 to the Forest City Enterprises, Inc. Deferred Compensation Plan for Nonemployee Directors	
23	Consent of Independent Registered Public Accounting Firm	5