

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

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FORM S-4
**REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933**

(Exact name of registrant as specified in its charter)

(State or other jurisdiction of incorporation or organization)

(Primary Standard Industrial Classification Code Number)

(I.R.S. Employer Identification Number)

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

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

Approximate date of commencement of proposed sale of the securities to the public: _____

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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

- | | |
|--|--|
| Large accelerated filer <input type="checkbox"/> | Accelerated filer <input type="checkbox"/> |
| Non-accelerated filer <input type="checkbox"/> | Smaller reporting company <input type="checkbox"/> |
| | Emerging growth company <input type="checkbox"/> |

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

- | | |
|--|--------------------------|
| Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer) | <input type="checkbox"/> |
| Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer) | <input type="checkbox"/> |

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered	Proposed maximum offering price per unit	Proposed maximum aggregate offering price	Amount of registration fee

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

GENERAL INSTRUCTIONS

A. Rule as to Use of Form S-4.

1. This Form may be used for registration under the Securities Act of 1933 (“Securities Act”) of securities to be issued (1) in a transaction of the type specified in paragraph (a) of Rule 145 (§230.145 of this chapter); (2) in a merger in which the applicable state law would not require the solicitation of the votes or consents of all of the security holders of the company being acquired; (3) in an exchange offer for securities of the issuer or another entity; (4) in a public reoffering or resale of any such securities acquired pursuant to this registration statement; or (5) in more than one of the kinds of transaction listed in (1) through (4) registered on one registration statement.
2. If the registrant meets the requirements of and elects to comply with the provisions in any item of this Form or Form F-4 (§239.34 of this chapter) that provides for incorporation by reference of information about the registrant or the company being acquired, the prospectus must be sent to the security holders no later than 20 business days prior to the date on which the meeting of such security holders is held or, if no meeting is held, at least 20 business days prior to either (1) the date of such votes, consents or authorizations, or (2) the date the transaction is consummated or the votes, consents or authorizations may be used to effect the transaction. Attention is directed to Sections 13(e), 14(d) and 14(e) of the Securities Exchange Act of 1934 (“Exchange Act”) the rules and regulations thereunder regarding other time periods in connection with exchange offers and going private transactions.
3. This Form shall not be used if the registrant is a registered investment company or a business development company as defined in Section 2(a)(48) of the Investment Company Act of 1940.

B. Information with Respect to the Registrant.

1. Information with respect to the registrant shall be provided in accordance with the items referenced in one of the following subparagraphs:
 - a. Items 10 and 11 of this Form, if the registrant elects this alternative and meets the following requirements of Form S-3 (§239.13 of this chapter) (hereinafter, with respect to the registrant, “meets the requirements for use of Form S-3”) for this offering of securities:
 - (i) the registrant meets the requirements of General Instructions I.A. of Form S-3; and
 - (ii) one of the following is met:
 - A. The registrant meets the aggregate market value requirement of General Instruction I.B.1. of Form S-3; or
 - B. Non-convertible debt or preferred securities are to be offered pursuant to this registration statement and are “investment grade securities” as defined in General Instruction I.B.2. of Form S-3; or
 - C. The registrant is a majority-owned subsidiary and one of the conditions of General Instruction I.C. of Form S-3 is met.
 - b. Items 12 and 13 of this Form, if the registrant meets the requirements for use of Form S-3 and elects this alternative; or
 - c. Item 14 of this Form, if the registrant does not meet the requirements for use of Form S-3, or if it otherwise elects this alternative.
2. If the registrant is a real estate entity of the type described in General Instruction A to Form S-11 (§239.18 of this chapter), the information prescribed by Items 12, 13, 14, 15 and 16 of Form S-11 shall be furnished about the registrant in addition to the information provided pursuant to Items 10 through 14 of this Form. The information prescribed by such Items of Form S-11 may be incorporated by reference into the prospectus if (a) a registrant qualifies for and elects

to provide information pursuant to alternative 1.a. or 1.b. of this instruction and (b) the documents incorporated by reference pursuant to such elected alternative contain such information.

C. Information With Respect to the Company Being Acquired.

1. Information with respect to the company whose securities are being acquired (hereinafter including, where securities of the registrant are being offered in exchange for securities of another company, such other company) shall be provided in accordance with the items referenced in one of the following subparagraphs:
 - a. Item 15 of this Form, if the company being acquired meets the requirements of General Instructions I.A. and I.B.1. of Form S-3 (hereinafter, with respect to the company being acquired, “meets the requirements for use of Form S-3”) of Form S-3 and this alternative is elected;
 - b. Item 16 of this Form, if the company being acquired meets the requirements for use of Form S-3 and this alternative is elected; or
 - c. Item 17 of this Form, if the company being acquired does not meet the requirements for use of Form S-3 or if this alternative is otherwise elected.
2. If the company being acquired is a real estate entity of the type described in General Instruction A to Form S-11, the information that would be required by Items 13, 14, 15 and 16(a) of Form S-11 if securities of such company were being registered shall be furnished about such company being acquired in addition to the information provided pursuant to this Form. The information prescribed by such Items of Form S-11 may be incorporated by reference into the prospectus if (a) the company being acquired would qualify for use of the level of disclosure prescribed by alternative 1.a. or 1.b. of this instruction and such alternative is elected and (b) the documents incorporated by reference pursuant to such elected alternative contain such information.

D. Application of General Rules and Regulations.

1. Attention is directed to the General Rules and Regulations under the Securities Act, particularly those comprising Regulation C thereunder (§230.400 et seq. of this chapter). That Regulation contains general requirements regarding the preparation and filing of registration statements.
2. Attention is directed to Regulation S-K (Part 229 of this chapter) for the requirements applicable to the content of nonfinancial statement portions of registration statements under the Securities Act. Where this Form directs the registrant to furnish information required by Regulation S-K and the item of Regulation S-K so provides, information need only be furnished to the extent appropriate.
3. A “small business issuer,” defined in §230.405, shall refer to the disclosure items in Regulation S-B (17 CFR 228.10 et seq.) and not Regulation S-K except with respect to disclosure called for by subpart 900 of Regulation S-K. Small business issuers shall provide or incorporate by reference the information called for by Item 310 of Regulation S-B.

E. Compliance with Exchange Act Rules.

1. If a corporation or other person submits a proposal to its security holders entitled to vote on, or consent to, the transaction in which the securities being registered are to be issued, and such person’s submission to its security holders is subject to Regulation 14A (§§240.14a-1) through 14b-1 of this chapter) or 14C (§§240.14c-1 through 14c-101 of this chapter) under the Exchange Act, then the provisions of such Regulations shall apply in all respects to such person’s submission, except that (a) the prospectus may be in the form of a proxy or information statement and may contain the information required by this Form in lieu of that required by Schedule 14A (§240.14a-101) or 14C (§240.14c-101) of Regulation 14A or 14C under the Exchange Act; and (b) copies of the preliminary and definitive proxy or information statement, form of proxy or other material filed as a part of the registration statement shall be deemed filed pursuant to such person’s obligations under such Regulations.
2. If the proxy or information material sent to security holders is not subject to Regulation 14A or 14C, all such material shall be filed as a part of the registration statement at the time the statement is filed or as an amendment thereto prior

to the use of such material.

3. If the transaction in which the securities being registered are to be issued is subject to Section 13(e), 14(d) or 14(e) of the Exchange Act, the provisions of those sections and the rules and regulations thereunder shall apply to the transaction in addition to the provisions of this Form.

F. Transactions Involving Foreign Private Issuers.

If a U.S. registrant is acquiring a foreign private issuer, as defined by Rule 405 (§230.405 of this chapter), such registrant may use this Form and may present information about the foreign private issuer pursuant to Form F-4. If the registrant is a foreign private issuer, such registrant may use Form F-4 and

1. If the company being acquired is a foreign private issuer, may present information about such foreign company pursuant to Form F-4 or
2. If the company being acquired is a U.S. company, may present information about such company pursuant to this Form.

G. Filing and Effectiveness of Registration Statement Involving Formation of Hold-Companies; Requests for Confidential Treatment; Number of Copies

Original registration statements on this Form S-4 will become effective automatically on the twentieth day after the date of filing (Rule 456, §230.456 of this chapter), pursuant to the provisions of Section 8(a) of the Act (Rule 459, §230.459 of this chapter) provided:

1. The transaction in connection with which securities are being registered involves the organization of a bank or savings and loan holding company for the sole purpose of issuing common stock to acquire all of the common stock of the company that is organizing the holding company; and
2. The following conditions are met:
 - a. the financial institution furnishes its security holders with an annual report that includes financial statements prepared on the basis of generally accepted accounting principles;
 - b. there are no anticipated changes in the security holders' relative equity ownership interest in the underlying company's assets except for redemption of no more than a nominal number of shares of unaffiliated persons who dissent;
 - c. in the aggregate, only nominal borrowings are to be incurred for such purposes as organizing the holding company to pay non-affiliated persons who dissent, or to meet minimum capital requirements;
 - d. there are no new classes of stock authorized other than those corresponding to the stock of the company being acquired immediately prior to the reorganization;
 - e. there are no plans or arrangements to issue any additional shares to acquire any business other than the company being acquired; and
 - f. there has been no material adverse change in the financial condition of the company being acquired since the latest fiscal year end included in the annual report to security holders.

Pre-effective amendments with respect to such a registration statement may be filed prior to effectiveness, and such amendments will be deemed to have been filed with the consent of the Commission (Rule 475a, §230.475 of this chapter). Accordingly, the filing of a pre-effective amendment to such a registration statement will not commence a new twenty-day period. Post-effective amendments to such a registration statement on this Form shall become effective upon the date of filing (Rule 464, §230.464 of this chapter). Delaying amendments are not permitted in connection with either original filings or amendments on such a registration statement (Rule 473(d) §230.473(d) of this chapter), and any attempt to interpose a delaying amendment of any kind will be ineffective. All filings made on or in connection with this Form pursuant to this instruction become public upon filing with the Commission. As a result, requests for confidential treatment made under

Rule 406 (§230.406 of this chapter) must be processed by the Commission's staff prior to the filing of such a registration statement. The number of copies of such a registration statement and of each amendment required by Rules 402 and 472 (§§230.402, 472 of this chapter) shall be filed with the Commission; *provided, however*, that the number of additional copies referred to in Rule 402(b) may be reduced from ten to three and the number of additional copies referred to in Rule 472(a) may be reduced from eight to three, one of which shall be marked to clearly and precisely indicate changes.

H. Registration Statements Subject to Rule 415(a)(1)(viii) (§230.415(a)(1)(viii) of this chapter)

If the registration statement relates to offerings of securities pursuant to Rule 415(a)(1)(viii), required information about the type of contemplated transaction or the company to be acquired only need be furnished as of the date of initial effectiveness of the registration statement to the extent practicable. The required information about the specific transaction and the particular company being acquired, however, must be included in the prospectus by means of a post-effective amendment; *Provided, however*, that where the transaction in which the securities are being offered pursuant to a registration statement under the Securities Act of 1933 would itself qualify for an exemption from Section 5 of the Act, absent the existence of other similar (prior or subsequent) transactions, a prospectus supplement could be used to furnish the information necessary in connection with such transaction.

I. Roll-Up Transactions.

1. If securities to be registered on this Form will be issued in a roll-up transaction as defined in Item 901(c) of Regulation S-K (17 CFR 229.901(c)), then the disclosure provisions of Subpart 229.900 of Regulation S-K (17 CFR 229.900) shall apply to the transaction in addition to the provisions of this Form. A smaller reporting company, defined in §230.405, that is engaged in a roll-up transaction shall refer to the disclosure items in subpart 900 of Regulation S-K. To the extent that the disclosure requirements of Subpart 229.900 are inconsistent with the disclosure requirements of any other applicable forms or schedules, the requirements of Subpart 229.900 are controlling.
2. If securities to be registered on this Form will be issued in a roll-up transaction as defined in Item 901(c) of Regulation S-K (17 CFR 229.901(c)), the prospectus must be distributed to security holders no later than the lesser of 60 calendar days prior to the date on which action is to be taken or the maximum number of days permitted for giving notice under applicable state law.
3. Attention is directed to the proxy rules (17 CFR 240.14a-1-240.14a-104) and Rule 14e-7 of the tender offer rules (17 CFR 240.14e-7) if securities to be registered on this Form will be issued in a roll-up transaction. Such rules contain provisions specifically applicable to roll-up transactions, whether or not the entities involved have securities registered pursuant to Section 12 of the Exchange Act.

- J.** Where two or more classes of securities being registered on the form are to be offered on a delayed or continuous basis pursuant to §230.415(a)(1)(viii), §230.457(o) under the Securities Act permits the registration fee to be calculated on the basis of the maximum offering price of all the securities listed in the "Calculation of Registration Fee" Table ("Fee Table"). In this event, while the Fee Table would list each of the classes of securities being registered and the aggregate proceeds to be raised, the Fee Table need not specify by each class information as to the amount to be registered, proposed maximum offering price per unit, and proposed maximum aggregate offering price.

K. Registration of Additional Securities.

With respect to the registration of additional securities for an offering pursuant to Rule 462(b) under the Securities Act, the registrant may file a registration statement consisting only of the following: the facing page; a statement that the contents of the earlier registration statement, identified by file number, are incorporated by reference; required opinions and consents; the signature page; and any price-related information omitted from the earlier registration statement in reliance on Rule 430A that the registrant chooses to include in the new registration statement. The information contained in such a Rule 462(b) registration statement shall be deemed to be a part of the earlier registration statement as of the date of effectiveness of the Rule 462(b) registration statement. Any opinion or consent required in the Rule 462(b) registration statement may be incorporated by reference from the earlier registration statement with respect to the offering, if: (i) such opinion or consent expressly provides for such incorporation; and (ii) such opinion relates to the securities registered pursuant to Rule 462(b). See Rule 411(c) and Rule 439(b) under the Securities Act.

PART I
INFORMATION REQUIRED IN THE PROSPECTUS

A. INFORMATION ABOUT THE TRANSACTION

Item 1. Forepart of Registration Statement and Outside Front Cover Page of Prospectus.

Set forth in the forepart of the registration statement and on the outside front cover page of the prospectus the information required by Item 501 of Regulation S-K (§229.501 of this chapter).

Item 2. Inside Front and Outside Back Cover Pages of Prospectus.

Provide the information required by Item 502 of Regulation S-K. In addition, on the inside front cover page, you must state

- (1) that the prospectus incorporates important business and financial information about the company that is not included in or delivered with the document; and
- (2) that this information is available without charge to security holders upon written or oral request. Give the name, address, and telephone number to which security holders must make this request. In addition, you must state that to obtain timely delivery, security holders must request the information no later than five business days before the date they must make their investment decision. Specify the date by which security holders must request this information. You must highlight this statement by print type or otherwise.

Note to Item 2. If you send any of the information that is incorporated by reference in the prospectus to security holders, you also must send any exhibits that are specifically incorporated by reference in that information.

Item 3. Risk Factors, Ratio of Earnings to Fixed Charges and Other Information.

Provide in the forepart of the prospectus a summary containing the information required by Item 503 of Regulation S-K (§229.503 of this chapter) and the following:

- (a) The name, complete mailing address (including the Zip Code), and telephone number (including the area code) of the principal executive offices of the registrant and the company being acquired;
- (b) A brief description of the general nature of the business conducted by the registrant and by the company being acquired;
- (c) A brief description of the transaction in which the securities being registered are to be offered;
- (d) The information required by Item 301 of Regulation S-K (§229.301 of this chapter) (selected financial data) for (i) the registrant; (ii) the company being acquired; and (iii) if material, the registrant, on a pro forma basis, giving effect to the transaction. To the extent the information is required to be presented in the prospectus pursuant to Items 12, 14, 16 or 17, it need not be repeated pursuant to this Item;
- (e) If material, the information required by Item 301 of Regulation S-K for the registrant on a pro forma basis, giving effect to the transaction. To the extent the information is required to be presented in the prospectus pursuant to Items 12 or 14, it need not be repeated pursuant to this Item.
- (f) In comparative columnar form, historical and pro forma per share data of the registrant and historical and equivalent pro forma per share data of the company being acquired for the following items:
 - (1) book value per share as of the date financial data is presented pursuant to Item 301 of Regulation S-K (§229.301 of this chapter) (selected financial data);
 - (2) Cash dividends declared per share for the periods for which financial data is presented pursuant to Item 301 of Regulation S-K (§229.301 of this chapter) (selected financial data);

- (3) income (loss) per share from continuing operations for the periods for which financial data is presented pursuant to Item 301 of Regulation S-K (§229.301 of this chapter) (selected financial data).

Instruction to paragraph (e) and (f).

For a business combination accounted for as a purchase, the financial information required by paragraphs (e) and (f) shall be presented only for the most recent fiscal year and interim period. For a business combination accounted for as a pooling, the financial information required by paragraphs (e) and (f) (except for information with regard to book value) shall be presented for the most recent three fiscal years and interim period. For a business combination accounted for as a pooling, information with regard to book value shall be presented as of the end of the most recent fiscal year and interim period. Equivalent pro forma per share amounts shall be calculated by multiplying the pro forma income (loss) per share before nonrecurring charges or credits directly attributable to the transaction, pro forma book value per share, and the pro forma dividends per share of the registrant by the exchange ratio so that the per share amounts are equated to the respective values for one share of the company being acquired.

- (g) In comparative columnar form, the market value of securities of the company being acquired (on an historical and equivalent per share basis) and the market value of the securities of the registrant (on an historical basis) as of the date preceding public announcement of the proposed transaction, or, if no such public announcement was made, as of the day preceding the day the agreement with respect to the transaction was entered into;
- (h) With respect to the registrant and the company being acquired, a brief statement comparing the percentage of outstanding shares entitled to vote held by directors, executive officers and their affiliates and the vote required for approval of the proposed transaction;
- (i) A statement as to whether any federal or state regulatory requirements must be complied with or approval must be obtained in connection with the transaction, and if so, the status of such compliance or approval;
- (j) A statement about whether or not dissenters' rights of appraisal exist, including a cross-reference to the information provided pursuant to Item 18 or 19 of this Form; and
- (k) A brief statement about the tax consequences of the transaction, or if appropriate, consisting of a cross-reference to the information provided pursuant to Item 4 of this Form.

Item 4. Terms of the Transaction.

- (a) Furnish a summary of the material features of the proposed transaction. The summary shall include, where applicable:
- (1) A brief summary of the terms of the acquisition agreement;
 - (2) The reasons of the registrant and of the company being acquired for engaging in the transaction;
 - (3) The information required by Item 202 of Regulation S-K (§229.202 of this chapter), description of registrant's securities, unless: (i) the registrant would meet the requirements for use of Form S-3, (ii) capital stock is to be registered and (iii) securities of the same class are registered under Section 12 of the Exchange Act and (i) listed for trading or admitted to unlisted trading privileges on a national securities exchange; or (ii) are securities for which bid and offer quotations are reported in an automated quotations system operated by a national securities association;
 - (4) An explanation of any material differences between the rights of security holders of the company being acquired and the rights of holders of the securities being offered;
 - (5) A brief statement as to the accounting treatment the transaction; and
 - (6) The federal income tax consequences of the transaction.
- (b) If a report, opinion or appraisal materially relating to the transaction has been received from an outside party, and such report, opinion or appraisal is referred to in the prospectus, furnish the same information as would be required by Item 1015(b) of Regulation M-A (229.1015(b) of this chapter).

- (c) Incorporate the acquisition agreement by reference into the prospectus by means of a statement to that effect.

Item 5. Pro Forma Financial Information.

Furnish financial information required by Article 11 of Regulation S-X (§210.11-01 et. sq. of this chapter) with respect to this transaction. A smaller reporting company may provide the information in Rule 8-05 of Regulation S-X (§210.8-05 of this chapter) in lieu of the financial information required by Article 11 of Regulation S-X.

Instruction.

1. Any other Article 11 information that is presented (rather than incorporated by reference) pursuant to other Items of this Form shall be presented together with the information provided pursuant to Item 5, but the presentation shall clearly distinguish between this transaction and any other.
2. If pro forma financial information with respect to all other transactions is incorporated by reference pursuant to Item 11 or 15 of this Form only the pro forma results need be presented as part of the pro forma financial information required by this Item.

Item 6. Material Contracts with the Company Being Acquired.

Describe any past, present or proposed material contracts, arrangements, understandings, relationships, negotiations or transactions during the periods for which financial statements are presented or incorporated by reference pursuant to Part I.B. or C. of this Form between the company being acquired or its affiliates and the registrant or its affiliates, such as those concerning: a merger, consolidation or acquisition; a tender offer or other acquisition of securities; an election of directors; or a sale or other transfer of a material amount of assets.

Item 7. Additional Information Required for Reoffering by Persons and Parties Deemed to Be Underwriters.

If any of the securities are to be reoffered to the public by any person or party who is deemed to be an underwriter thereof, furnish the following information in the prospectus, at the time it is being used for the reoffer of the securities to the extent it is not already furnished therein:

- (a) The information required by Item 507 of Regulation S-K (§229.507 of this chapter), selling security holders; and
- (b) Information with respect to the consummation of the transaction pursuant to which the securities were acquired and any material change in the registrant's affairs subsequent to the transaction.

Item 8. Interests of Named Experts and Counsel.

Furnish the information required by Item 509 of Regulation S-K (§229.509 of this chapter).

Item 9. Disclosure of Commission Position on Indemnification for Securities Act Liabilities.

Furnish the information required by Item 510 of Regulation S-K (§229.510 of this chapter).

B. INFORMATION ABOUT THE REGISTRANT

Item 10. Information with Respect to S-3 Registrants.

If the registrant meets the requirements for use of Form S-3 and elects to furnish information in accordance with the provisions of this Item, furnish information as required below:

- (a) Describe any and all material changes in the registrant's affairs that have occurred since the end of the latest fiscal year for which audited financial statements were included in the latest annual report to security holders and that have not been described in a report on Form 10-Q (§249.308a of this chapter) or Form 8-K (§249.308 of this chapter) filed

under the Exchange Act.

- (b) Include in the prospectus, if not incorporated by reference from the reports filed under the Exchange Act specified in Item 11 of this Form, a proxy or information statement filed pursuant to Section 14 of the Exchange Act, a prospectus previously filed pursuant to Rule 424 under the Securities Act (§230.424 of this chapter), or a Form 8-K filed during either of the two preceding fiscal years:
 - (1) Financial information required by Rule 3-05 (§210.3-05 of this chapter) and Article 11 of Regulation S-X with respect to transactions other than that pursuant to which the securities being registered are to be issued;
 - (2) Restated financial statements prepared in accordance with Regulation S-X (Part 210 of this chapter), if there has been a change in accounting principles or a correction of an error where such change or correction requires a material retroactive restatement of financial statements;
 - (3) Restated financial statements prepared in accordance with Regulation S-X where a combination under common control has been consummated subsequent to the most recent fiscal year and the acquired businesses, considered in the aggregate, are significant pursuant to Rule 11-01(b) of Regulation S-X (§210.11-01(b) of this chapter); or
 - (4) Any financial information required because of a material disposition of assets outside the normal course of business.

Item 11. Incorporation of Certain Information by Reference.

If the registrant meets the requirements of Form S-3 and elects to furnish information in accordance with the provisions of Item 10 of this Form:

- (a) Incorporate by reference into the prospectus, by means of a statement to that effect listing all documents so incorporated, the documents listed in paragraphs (1), (2) and, if applicable, (3) below.
 - (1) The registrant's latest annual report on Form 10-K (§249.310 of this chapter) filed pursuant to Section 13(a) or 15(d) of the Exchange Act which contains financial statements for the registrant's latest fiscal year for which a Form 10-K was required to be filed;
 - (2) All other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the annual report referred to in Item 11(a)(1) of this Form; and
 - (3) If capital stock is to be registered and securities of the same class are registered under Section 12 of the Exchange Act and: (i) listed for trading or admitted to unlisted trading privileges on a national securities exchange; or (ii) are securities for which bid and offer quotations are reported in an automated quotations system operated by a national securities association, the description of such class of securities which is contained in a registration statement filed under the Exchange Act, including any amendment or reports filed for the purpose of updating such description.
- (b) The prospectus also shall state that all documents subsequently filed by the registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act, prior to one of the following dates, whichever is applicable, shall be deemed to be incorporated by reference into the prospectus:
 - (1) If a meeting of security holders is to be held, the date on which such meeting is held;
 - (2) If a meeting of security holders is not to be held, the date on which the transaction is consummated;
 - (3) If securities of the registrant are being offered in exchange for securities of any other issuer, the date the offering is terminated; or
 - (4) If securities are being offered in a reoffering or resale of securities acquired pursuant to this registration statement, the date the reoffering is terminated.
- (c) You must
 - (1) identify the reports and other information that you file with the SEC; and

- (2) state that the public may read and copy any materials you file with the SEC at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. State that the public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. If you are an electronic filer, state that the SEC maintains an Internet site that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC and state the address of that site (<http://www.sec.gov>). You are encouraged to give your Internet address, if available.

Instruction.

Attention is directed to Rule 439 (§230.439 of this chapter) regarding consent to the use of material incorporated by reference.

Item 12. Information with Respect to S-3 Registrants.

If the registrant meets the requirements for use of Form S-3 and elects to comply with this Item, furnish the information required by either paragraph (a) or paragraph (b) of this Item. The information required by paragraph (b) shall be furnished if the registrant satisfies the conditions of paragraph (c) of this Item.

- (a) If the registrant elects to deliver this prospectus together with a copy of either its latest Form 10-K filed pursuant to Sections 13(a) or 15(d) of the Exchange Act or its latest annual report to security holders, which at the time of original preparation met the requirements of either Rule 14a-3 or Rule 14c-3:
 - (1) Indicate that the prospectus is accompanied by either a copy of the registrant's latest Form 10-K or a copy of its latest annual report to security holders, whichever the registrant elects to deliver pursuant to paragraph (a) of this Item.
 - (2) Provide financial and other information with respect to the registrant in the form required by Part I of Form 10-Q as of the end of the most recent fiscal quarter which ended after the end of the latest fiscal year for which certified financial statements were included in the latest Form 10-K or the latest report to security holders (whichever the registrant elects to deliver pursuant to paragraph (a) of this Item), and more than forty-five days prior to the effective date of this registration statement (or as of a more recent date) by one of the following means:
 - (i) including such information in the prospectus;
 - (ii) providing without charge to each person to whom a prospectus is delivered a copy of the registrant's latest Form 10-Q; or
 - (iii) providing without charge to each person to whom a prospectus is delivered a copy of the registrant's latest quarterly report that was delivered to its security holders and which included the required financial information.
 - (3) If not reflected in the registrant's latest Form 10-K or its latest annual report to security holders (whichever the registrant elects to deliver pursuant to paragraph (a) of this Item) provide information required by Rule 3-05 (§210.3-05 of this chapter) and Article 11 (§210.11-01 through §210.11.03 of this chapter) of Regulation S-X. Smaller reporting companies may provide the information required by Rule 8-04 and 8-05 of Regulation S-X.
 - (4) Describe any and all material changes in the registrant's affairs which have occurred since the end of the latest fiscal year for which audited financial statements were included in the latest Form 10-K or the latest annual report to security holders (whichever the registrant elects to deliver pursuant to paragraph (a) of this Item) and that were not described in a Form 10-Q or quarterly report delivered with the prospectus in accordance with paragraphs (a)(2)(ii) or (iii) of this Item.

Instruction. Where the registrant elects to deliver the documents identified in paragraph (a) with a preliminary prospectus, such documents need not be redelivered with the final prospectus.

- (b) If the registrant does not elect to deliver its latest Form 10-K or its latest annual report to security holders:

- (1) Furnish a brief description of the business done by the registrant and its subsidiaries during the most recent fiscal year as required by Rule 14a-3 to be included in an annual report to security holders. The description also should take into account changes in the registrant's business that have occurred between the end of the latest fiscal year and the effective date of the registration statement.
- (2) Include financial statements and information as required by Rule 14a-3(b)(1) (240.14a-3(b)(1) of this chapter) to be included in an annual report to security holders. In addition, provide:
 - (1) the interim financial information required by Rule 10-01 of Regulation S-X (§210.10-01 of this chapter) for a filing on Form 10-Q;
 - (ii) financial information required by Rule 3-05 and Article 11 of Regulation S-X with respect to transactions other than that pursuant to which the securities being registered are to be issued;
 - (iii) restated financial statements prepared in accordance with Regulation S-X if there has been a change in accounting principles or a correction of an error where such change or correction requires a material retroactive restatement of financial statements;
 - (iv) Restated financial statements prepared in accordance with Regulation S-X where one or more business combinations accounted for by the pooling of interest method of accounting have been consummated subsequent to the most recent fiscal year and the acquired businesses, considered in the aggregate, are significant pursuant to Rule 11-01(b) of Regulation S-X; and
 - (v) Any financial information required because of a material disposition of assets outside of the normal course of business;
- (3) Furnish the information required by the following:
 - (i) Item 101(b), (c)(1)(i) and (d) of Regulation S-K (§229.101 of this chapter), industry segments, classes of similar products or services, foreign and domestic operations and export sales;
 - (ii) where common equity securities are being offered, Item 201 of Regulation S-K (§229.201 of this chapter), market price of and dividends on the registrant's common equity and related stockholder matters;
 - (iii) Item 301 of Regulation S-K (§229.301 of this chapter), selected financial data;
 - (iv) Item 302 of Regulation S-K (§229.302 of this chapter), supplementary financial information;
 - (v) Item 303 of Regulation S-K (§229.303 of this chapter), management's discussion and analysis of financial condition and results of operations;
 - (vi) Item 304 of Regulation S-K (§229.304 of this chapter), changes in and disagreements with accountants on accounting and financial disclosure; and
 - (vii) Item 305 of Regulation S-K (§ 229.305 of this chapter), quantitative and qualitative disclosures about market risk.
- (c) The registrant shall furnish the information required by paragraph (b) of this Item if:
 - (1) the registrant was required to make a material retroactive restatement of financial statements because of
 - (i) a change in accounting principles; or
 - (ii) a correction of an error; or
 - (iii) a combination under common control was effected subsequent to the most recent fiscal year and the acquired businesses considered in the aggregate meet the test of a significant subsidiary; OR

- (2) the registrant engaged in a material disposition of assets outside the normal course of business; AND
- (3) such restatement of financial statements or disposition of assets was not reflected in the registrant's latest annual report to security holders and/or its latest Form 10-K filed pursuant to Sections 13(a) or 15(d) of the Exchange Act.

Item 13. Incorporation of Certain Information by Reference.

If the registrant meets the requirements of Form S-3 and elects to furnish information in accordance with the provisions of Item 12 of this Form:

- (a) Incorporate by reference into the prospectus, means of a statement to that effect in the prospectus listing all documents so incorporated, the documents listed in paragraphs (1) and (2) of this Item and, if applicable, the portions of the documents listed in paragraphs (3) and (4) thereof.
 - (1) The registrant's latest annual report on Form 10-K filed pursuant to Section 13(a) or 15(d) of the Exchange Act which contains audited financial statements for the registrant's latest fiscal year for which a Form 10-K was required to be filed.
 - (2) All other reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act since the end of the fiscal year covered by the annual report referred to in paragraph (a)(1) of this Item.
 - (3) If the registrant elects to deliver its latest annual report to security holders pursuant to Item 12 of this Form, the information furnished in accordance with the following:
 - (i) Item 101(b), (c)(1)(i) and (d) of Regulation S-K, segments, classes of similar products or services, foreign and domestic operations and export sales;
 - (ii) Where common equity securities are being issued, Item 201 of Regulation S-K, market price of and dividends on the registrant's common equity and related stockholder matters;
 - (iii) Item 301 of Regulation S-K, selected financial data;
 - (iv) Item 302 of Regulation S-K, supplementary financial information;
 - (v) Item 303 of Regulation S-K, management's discussion and analysis of financial condition and results of operations;
 - (vi) Item 304 of Regulation S-K, changes in and disagreements with accountants on accounting and financial disclosure; and
 - (vii) Item 305 of Regulation S-K (§ 229.305 of this chapter) quantitative and qualitative disclosures about market risk.
 - (4) If the registrant elects, pursuant to Item 12(a)(2)(iii) of this Form, to provide a copy of its latest quarterly report which was delivered to security holders, financial information equivalent to that required to be presented in Part I of Form 10-Q.

Instruction. Attention is directed to Rule 439 regarding consent to the use of material incorporated by reference.

- (b) The registrant also may state, if it so chooses, that specifically described portions of its annual or quarterly report to security holders, other than those portions required to be incorporated by reference pursuant to paragraphs (a)(3) and (4) of this Item, are not part of the registration statement. In such case, the description of portions that are not incorporated by reference or that are excluded shall be made with clarity and in reasonable detail.
- (c) *Electronic filings.* Electronic filers electing to deliver and incorporate by reference all, or any portion, of the quarterly or annual report to security holders pursuant to this Item shall file as an exhibit such quarterly or annual report to security

holders, or such portion thereof that is incorporated by reference, in electronic format.

(d) You must

- (1) identify the reports and other information that you file with the SEC; and
- (2) state that the public may read and copy any materials you file with the SEC at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. State that the public may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330. If you are an electronic filer, state that the SEC maintains an Internet site that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC and state the address of that site (<http://www.sec.gov>). You are encouraged to give your Internet address, if available.

Item 14. Information with Respect to Registrants Other Than S-3 Registrants.

If the registrant does not meet the requirements for use of Form or S-3, or otherwise elects to comply with this Item in lieu of Item 10 or 12, furnish the information required by:

- (a) Item 101 of Regulation S-K, description of business;
- (b) Item 102 of Regulation S-K, description of property;
- (c) Item 103 of Regulation S-K, legal proceedings;
- (d) Where common equity securities are being issued, Item 201 of Regulation S-K, market price of and dividends on the registrant's common equity and related stockholder matters;
- (e) Financial statements meeting the requirements of Regulation S-X, (schedules required by Regulation S-X shall be filed as "Financial Statement Schedules" pursuant to Item 21 of this Form), as well as financial information required by Rule 3-05 and Article 11 of Regulation S-X with respect to transactions other than that pursuant to which the securities being registered are to be issued.
- (f) Item 301 of Regulation S-K, selected financial data;
- (g) Item 302 of Regulation S-K, supplementary financial information;
- (h) Item 303 of Regulation S-K, management's discussion and analysis of financial condition and results of operations;
- (i) Item 304 of Regulation S-K, changes in and disagreements with accountants on accounting and financial disclosure; and
- (j) Item 305 of Regulation S-K (§ 229.305 of this chapter), quantitative and qualitative disclosures about market risk.

C. INFORMATION ABOUT THE COMPANY BEING ACQUIRED

Item 15. Information with Respect to S-3 Companies.

If the company being acquired meets the requirements for use of Form S-3 and compliance with this Item is elected, furnish the information that would be required by Items 10 and 11 of this Form if securities of such company were being registered.

Item 16. Information with Respect to S-3 Companies.

- (a) If the company being acquired meets the requirements for use of Form S-3 and elects to comply with this Item, furnish the information that would be required by Items 12 and 13 of this Form if securities of such company were being registered.
- (b) *Electronic filings.* In addition to satisfying the requirements of paragraph (a) of this Item, electronic filers that elect to deliver and incorporate by reference all, or any portion, of the quarterly or annual report to security holders of a

company being acquired pursuant to this Item shall file as an exhibit such quarterly or annual report to security holders, or such portion thereof that is incorporated by reference, in electronic format.

Item 17. Information with Respect to Companies Other Than S-3 Companies.

If the company being acquired does not meet the requirements for use of Form S-3, or compliance with this Item is otherwise elected in lieu of Item 15 or 16, furnish the information required by paragraph (a) or (b) of this Item, whichever is applicable.

- (a) If the company being acquired is subject to the reporting requirements of Section 13(a) or 15(d) of the Exchange Act, or compliance with this subparagraph in lieu of subparagraph (b) of this Item is selected, furnish the information that would be required by Item 14 of this Form if the securities of such company were being registered; *however*, only those schedules required by Rules 12-15, 28 and 29 of Regulation S-X (§210.12-15, 28, 29 of this chapter) need be provided with respect to the company being acquired.
- (b) If the company being acquired is not subject to the reporting requirements of either Section 13(a) or 15(d) of the Exchange Act; or, because of Section 12(i) of the Exchange Act, has not furnished an annual report to security holders pursuant to Rule 14a-3 (§240.14a-3 of this chapter) or Rule 14c-3 (§240.14c-3 of this chapter) for its latest fiscal year; furnish the information that would be required by the following if securities of such company were being registered:
 - (1) a brief description of the business done by the company which indicates the general nature and scope of the business;
 - (2) Item 201 of Regulation S-K, market price of and dividends on the registrant's common equity and related stockholder matters;
 - (3) Item 301 of Regulation S-K, selected financial data;
 - (4) Item 302 of Regulation S-K, supplementary financial information;
 - (5) Item 303 of Regulation S-K, management's discussion and analysis of financial condition and results of operations;
 - (6) Item 304(b) of Regulation S-K (§229.304 of this chapter), changes in and disagreements with accountants on accounting and financial disclosure;
 - (7) Financial statements that would be required in an annual report sent to security holders under Rules 14a-3(b)(1) and (b)(2) (§240.14b-3 of this chapter), if an annual report was required. If the registrant's security holders are not voting, the transaction is not a roll-up transaction (as described by Item 901 of Regulation S-K (§229.901 of this chapter)), and:
 - (i) the company being acquired is significant to the registrant in excess of the 20% level as determined under §210.3-05(b)(2), provide financial statements of the company being acquired for the latest fiscal year in conformity with GAAP. In addition, if the company being acquired has provided its security holders with financial statements prepared in conformity with GAAP for either or both of the two fiscal years before the latest fiscal year, provide the financial statements for those years; or
 - (ii) the company being acquired is significant to the registrant at or below the 20% level, no financial information (including pro forma and comparative per share information) for the company being acquired need be provided.

Instructions:

1. The financial statements required by this paragraph for the latest fiscal year need be audited only to the extent practicable. The financial statements for the fiscal years before the latest fiscal year need not be audited if they were not previously audited.
2. If the financial statements required by this paragraph are prepared on the basis of a comprehensive body of accounting principles other than U.S. GAAP, provide a reconciliation to U.S. GAAP in accordance with Item 17 of Form 20-F (§249.220f of this chapter) unless a reconciliation is unavailable or not obtainable without unreasonable cost or expense. At a minimum, provide a narrative description of all material variations in accounting principles, practices and methods used in preparing the non-U.S. GAAP financial statements from

those accepted in the U.S. when the financial statements are prepared on a basis other than U.S. GAAP.

3. If this Form is used to register resales to the public by any person who is deemed an underwriter within the meaning of Rule 145(c) (§230.145(c) of this chapter) with respect to the securities being reoffered, the financial statements must be audited for the fiscal years required to be presented under paragraph (b)(2) of Rule 3-05 of Regulation S-X (17 CFR 210.3-05(b)(2)).
 4. In determining the significance of an acquisition for purposes of this paragraph, apply the tests prescribed in Rule 1-02(w) (§210.1-02(w) of this chapter).
- (8) the quarterly financial and other information as would have been required had the company being acquired been required to file Part I of Form 10-Q (§249.308a) for the most recent quarter for which such a report would have been on file at the time the registration statement becomes effective or for a period ending as of a more recent date.
- (9) schedules required by Rules 12-15, 28 and 29 of Regulation S-X.
- (10) Item 305 of Regulation S-K (§ 229.305 of this chapter), quantitative and qualitative disclosures about market risk.

D. VOTING AND MANAGEMENT INFORMATION

Item 18. Information if Proxies, Consents or Authorizations are to be Solicited.

- (a) If proxies, consents or authorizations are to be solicited, furnish the following information, except as provided by paragraph (b) of this Item:
 - (1) The information required by Item 1 of Schedule 14A, date, time and place information;
 - (2) The information required by Item 2 of Schedule 14A, revocability of proxy;
 - (3) The information required by Item 3 of Schedule 14A, dissenters' rights of appraisal;
 - (4) The information required by Item 4 of Schedule 14A, persons making the solicitation;
 - (5) With respect to both the registrant and the company being acquired, the information required by:
 - (i) Item 5 of Schedule 14A, interest of certain persons in matters to be acted upon; and
 - (ii) Item 6 of Schedule 14A, voting securities and principal holders thereof;
 - (6) The information required by Item 21 of Schedule 14A, vote required for approval; and
 - (7) With respect to each person who will serve as a director or an executive officer of the surviving or acquiring company, the information required by:
 - (i) Item 401 of Regulation S-K (§229.401 of this chapter), directors and executive officers;
 - (ii) Item 402 of Regulation S-K (§229.402 of this chapter), executive compensation, and paragraph (e)(4) of Item 407 of Regulation S-K (§229.407(e)(4) of this chapter), corporate governance;
 - (iii) Item 404 of Regulation S-K (§229.404 of this chapter), transactions with related persons, promoters and certain control persons, and Item 407(a) of Regulation S-K (§229.407(a) of this chapter), corporate governance.
- (b) If the registrant or the company being acquired meets the requirements for use of Form S-3, any information required by paragraphs (a)(5)(ii) and (7) of this Item with respect to such company may be incorporated by reference from its latest annual report on Form 10-K.

Item 19. Information if Proxies, Consents or Authorizations are not to be Solicited or in an Exchange Offer.

(a) If the transaction is an exchange offer or if proxies, consents or authorizations are not to be solicited, furnish, where applicable, the following information, except as provided by paragraph (c) of this item;

- (1) The information required by Item 2 of Schedule 14C, statement that proxies are not to be solicited;
- (2) The date, time and place of the meeting of security holders, unless such information is otherwise disclosed in material furnished to security holders with the prospectus.
- (3) The information required by Item 3 of Schedule 14A, dissenters' rights of appraisal;
- (4) With respect to both the registrant and the company being acquired, a brief description of any material interest, direct or indirect, by security holdings or otherwise, of affiliates of the registrant and of the company being acquired, in the proposed transaction;

Instruction. This subparagraph shall not apply to any interest arising from the ownership of securities of the registrant where the security holder receives no extra or special benefit not shared on a pro rata basis by all other holders of the same class.

- (5) With respect to both the registrant and the company being acquired, the information required by Item 6 of Schedule 14A, voting securities and principal holders thereof;
 - (6) The information required by Item 21 of Schedule 14A, vote required for approval;
 - (7) With respect to each person who will serve as a director or an executive officer of the surviving or acquiring company the information required by:
 - (i) Item 401 of Regulation S-K, directors and executive officers;
 - (ii) Item 402 of Regulation S-K (§229.402 of this chapter), executive compensation, and paragraph (e)(4) of Item 407 of Regulation S-K (§229.407(e)(4) of this chapter), corporate governance;
 - (iii) Item 404 of Regulation S-K (§229.404), transactions with related persons, promoters and certain controls persons, and Item 407(a) of Regulation S-K (§229.407(a)), corporate governance.
- (b) If the transaction is an exchange offer, furnish the information required by paragraphs (a)(4), (a)(5), and (a)(7) of this Item, except as provided by paragraph (c) of this Item.
- (c) If the registrant or the company being acquired meets the requirements for use of Form S-3, any information required by paragraphs (a)(5) and (7) of this Item with respect to such company may be incorporated by reference from its latest annual report on Form 10-K.

PART II
INFORMATION NOT REQUIRED IN PROSPECTUS

Item 20. Indemnification of Directors and Officers.

Furnish the information required by Item 702 of Regulation S-K (§229.702 of this chapter).

Item 21. Exhibits and Financial Statement Schedules.

- (a) Subject to the rules regarding incorporation by reference, furnish the exhibits as required by Item 601 of Regulation S-K (§229.601 of this chapter).
- (b) Furnish the financial statement schedules required by Regulation S-X and Item 14(e), Item 17(a) or Item 17(b)(9) of

this Form. These schedules should be lettered or numbered in the manner described for exhibits in paragraph (a) of this Item.

- (c) If information is provided pursuant to Item 4(b) of this Form, furnish the report, opinion or appraisal as an exhibit hereto, unless it is furnished as part of the prospectus.

Item 22. Undertakings.

- (a) Furnish the undertakings required by Item 512 of Regulation S-K (§229.512 of this chapter).
- (b) Furnish the following undertaking:

The undersigned registrant hereby undertakes to respond to requests for information that is incorporated by reference into the prospectus pursuant to Items 4, 10(b), 11, or 13 of this Form, within one business day of receipt of such request, and to send the incorporated documents by first class mail or other equally prompt means. This includes information contained in documents filed subsequent to the effective date of the registration statement through the date of responding to the request.

- (c) Furnish the following undertaking:

The undersigned registrant hereby undertakes to supply by means of a post-effective amendment all information concerning a transaction, and the company being acquired involved therein, that was not the subject of and included in the registration statement when it became effective.

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of _____
State of _____, on _____, 20_____.

(Registrant)

By _____
(Signature and Title)

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

(Signature)

(Title)

(Date)

Instructions.

- 1. The registration statement shall be signed by the registrant, its principal executive officer or officers, its principal financial officer, its controller or principal accounting officer, and by at least a majority of the board of directors or persons performing similar functions. If the registrant is a foreign person, the registration statement shall also be signed by its authorized representative in the United States. Where the registrant is a limited partnership, the registration statement shall be signed by a majority of the board of directors of any corporate general partner signing the registration statement.

2. The name of each person who signs the registration statement shall be typed or printed beneath his signature. Any person who occupies more than one of the specified positions shall indicate each capacity in which he signs the registration statement. Attention is directed to Rule 402 (§230.402 of this chapter) concerning manual signatures and Item 601 concerning signatures pursuant to powers of attorney.

3. If the securities to be offered are those of a corporation not yet in existence at the time the registration statement is filed which will be a party to a consolidation involving two or more existing corporations, then each such existing corporation shall be deemed a registrant and shall be so designated on the cover page of this Form, and the registration statement shall be signed by each such existing corporation and by the officers and directors of each such existing corporation as if each such existing corporation were the registrant.