

YUM BRANDS INC  
Form S-8  
September 30, 2003

=====

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

-----

FORM S-8  
REGISTRATION STATEMENT  
Under  
THE SECURITIES ACT OF 1933

-----

YUM! BRANDS, INC.  
(Exact name of registrant as specified in its charter)

|   |   |
|---|---|
| North Carolina  | 13-3951308                              |
| (State or other jurisdiction<br>of incorporation or organization) | (I.R.S. Employer<br>Identification No.) |

1441 Gardiner Lane  
Louisville, Kentucky 40213  
(Address of Principal Executive Offices, including Zip Code)

-----

1999 LONG TERM INCENTIVE PLAN  
(Full title of the plan)

-----

Christian L. Campbell, Esq.  
Senior Vice President, General Counsel and Secretary  
Chief Franchise Policy Officer  
YUM! Brands, Inc.  
1441 Gardiner Lane  
Louisville, Kentucky 40213  
(Name and address of agent for service)

-----

(502) 874-8300  
(Telephone number, including area code, of agent for service)

-----

## CALCULATION OF REGISTRATION FEE

| Title of securities to be registered | Amount to be registered | Proposed maximum offering price per share(1) | Proposed maximum aggregate offering price(1) | Amount of registration fee |
|--------------------------------------|-------------------------|--|--|----------------------------|
| Common Stock, no par value           | 14,600,000 shares       | \$29.43                                      | \$429,678,000                                | \$34,760.95                |
| Preferred Stock Purchase Rights (2)  | None                    | None   | None   | None                       |

- (1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h)(1), based upon the average of the high and low prices of the Common Stock as reported on The New York Stock Exchange Composite Tape on September 26, 2003.
- (2) Any value attributable to the Preferred Stock Purchase Rights is reflected in the value of the Common Stock. Because no separate consideration is paid for the Preferred Stock Purchase Rights, the registration fee for such securities is included in the fee for the Common Stock.
- =====

---

**INCORPORATION OF PRIOR REGISTRATION STATEMENT BY REFERENCE**

Pursuant to General Instruction E of Form S-8, the contents of the Registrant's previously-filed registration statement on Form S-8 (File No. 333-36895) relating to the 1999 Long Term Incentive Plan (formerly Tricon Long Term Incentive Plan) are incorporated herein by reference.

---

**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 City of Louisville, Commonwealth of Kentucky, on the 30th day of September, 2003.

YUM! BRANDS, INC.

By: /s/ Christian L. Campbell

Christian L. Campbell  
 Senior Vice President,  
 General Counsel and Secretary  
 Chief Franchise Policy Officer

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 date indicated.

| <u>Signature</u>                                | <u>Title</u>   | <u>Date</u>        |
|---|--|--------------------|
|   | *  |                    |
| <u>David C. Novak</u><br>David C. Novak         | Chairman of the Board,<br>Chief Executive Officer<br>and President<br>(Principal Executive<br>Officer) | September 30, 2003 |
|   | *  |                    |
| <u>Andrall E. Pearson</u><br>Andrall E. Pearson | Founding Chairman  | September 30, 2003 |
|   | *  |                    |
| <u>David J. Deno</u><br>David J. Deno           | Chief Financial Officer<br>(Principal Financial<br>Officer)  | September 30, 2003 |
|   | *  |                    |
| <u>Brent A. Woodford</u><br>Brent A. Woodford   | Vice President and Controller<br>(Principal Accounting Officer)  | September 30, 2003 |
|   | *  |                    |
| <u>James Dimon</u><br>James Dimon               | Director   | September 30, 2003 |

Edgar Filing: YUM BRANDS INC - Form S-8

|                            |          |                    |
|----------------------------|----------|--------------------|
| <hr/>                      | Director |                    |
| Massimo Ferragamo          |          |                    |
|                            | *        |                    |
| <u>J. David Grissom</u>    | Director | September 30, 2003 |
| J. David Grissom           |          |                    |
| <hr/>                      | Director |                    |
| Bonnie G. Hill             |          |                    |
|                            | *        |                    |
| <u>Robert Holland, Jr.</u> | Director | September 30, 2003 |
| Robert Holland, Jr.        |          |                    |
|                            | *        |                    |
| <u>Sidney Kohl</u>         | Director | September 30, 2003 |
| Sidney Kohl                |          |                    |
|                            | *        |                    |
| <u>Kenneth G. Langone</u>  | Director | September 30, 2003 |
| Kenneth G. Langone         |          |                    |
|                            | *        |                    |
| <u>Thomas M. Ryan</u>      | Director | September 30, 2003 |
| Thomas M. Ryan             |          |                    |
|                            | *        |                    |
| <u>Jackie Trujillo</u>     | Director | September 30, 2003 |
| Jackie Trujillo            |          |                    |
| <hr/>                      | Director |                    |
| Robert J. Ulrich           |          |                    |

\*By: /s/ John P. Daly  
John P. Daly  
Attorney-in-Fact

## INDEX TO EXHIBITS

| <u>Exhibit Number</u> | <u>Description of Exhibits</u>  |
|-----------------------|---|
| 4.1                   | -- Restated Articles of Incorporation of the Registrant (incorporated herein by reference to Exhibit 3.1 filed with the Registrant's Annual Report on Form 10-K for the fiscal year ended December 26, 1998, as amended by Amendment Number 1 thereto on Form 10-K/A filed on March 24, 1999 (File No. 1-13163), filed under the Securities Exchange Act of 1934) |
| 4.2                   | -- Bylaws of the Registrant (incorporated herein by reference to Exhibit 3.2 filed with the Registrant's Annual Report on Form 10-K for the fiscal year ended December 26, 1998, as amended by Amendment Number 1 thereto on Form 10-K/A filed on March 24, 1999 (File No. 1-13163), filed under the Securities Exchange Act of 1934)                             |
| 4.3                   | -- Rights Agreement, dated as of July 21, 1998, between the Registrant and BankBoston, N.A., as Rights Agent (incorporated herein by reference to Exhibit 4.01 filed with the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 13, 1998)   |
| 5.1                   | -- Opinion and consent of Christian L. Campbell, Senior Vice President, General Counsel and Secretary, Chief Franchise Policy Officer of the Registrant   |
| 23.1                  | -- Consent of Christian L. Campbell, Senior Vice President, General Counsel and Secretary, Chief Franchise Policy Officer of the Registrant (included in Exhibit 5.1)   |
| 23.2                  | -- Consent of KPMG LLP  |
| 24.1                  | -- Powers of attorney   |