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LEUCADIA NATIONAL CORP
Form 424B3
June 13, 2005

Rule 424(b)(3)
File No. 333-51494

Supplement dated June 13, 2005 to the
Reoffer Prospectus dated December 8, 2000
Included in the Registration Statement on Form S-8
(File No. 333-51494)

of

LEUCADIA NATIONAL CORPORATION

The Selling Shareholders section of the Prospectus is amended and restated in its entirety as follows:

SELLING SHAREHOLDERS

This Prospectus covers the offer and sale of 487,875 common shares which may be, or have been, acquired by the selling shareholders upon the exercise of options granted under the Leucadia National Corporation 1999 Stock Option Plan.

This Prospectus relates to our common shares which may be, or have been, acquired by the selling shareholders named below under the Leucadia National Corporation 1999 Stock Option Plan, as amended through May 16, 2000. The following table and accompanying footnotes sets forth: (1) the name and relationship to Leucadia of each selling shareholder; (2) the number of our common shares each selling shareholder beneficially owned as of June 10, 2005 (including options that are currently exercisable or exercisable within 60 days of the date hereof); (3) the number of our common shares that each selling shareholder has acquired pursuant to our 1999 Stock Option Plan or may acquire upon the exercise of options granted to the selling shareholder under the 1999 Stock Option Plan through June 10, 2005; and (4) the number of our common shares and the percentage, if 1% or more, of our outstanding common shares to be beneficially owned by each selling shareholder after completion of this offering, assuming the sale of all shares offered hereby. The table includes all persons who are eligible to resell common shares hereunder and the amount of our common shares available to be resold after the exercise of options granted to each selling shareholder, whether or not the selling shareholder has a present intent to resell. There is no assurance that any of the selling shareholders will sell any or all of the common shares offered by them hereunder and Leucadia has no knowledge that any of the selling shareholders has any present intent to sell such common shares.

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As of June 10, 2005, there were 107,685,578 of our common shares outstanding.

Selling Shareholders and	Shares Beneficially Owned as of	Shares Covered by this	Shares B
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Positions with Leucadia -----	June 10, 2005 -----	Prospectus (a) -----	After -----
Paul M. Dougan Director	11,775 (c)	14,875	
Lawrence D. Glaubinger Director	126,750 (d)	13,000	
Alan J. Hirschfield Director	375 (e)	2,500	
James E. Jordan Director	60,750 (d)	19,000	
Jeffrey C. Keil Director	375 (e)	2,500	
Jesse Clyde Nichols, III Director	106,820 (f)	19,000	
Joseph A. Orlando Vice President and Chief Financial Officer	63,534 (g)	120,000	
Barbara L. Lowenthal Vice President and Comptroller	21,000 (e)	63,000	
Thomas E. Mara Executive Vice President and Treasurer	60,000 (e)	135,000	
H.E. Scruggs Vice President	46,500 (e)	99,000	

* Indicates common shares held are less than 1% of outstanding.

- (a) Includes the number of common shares that each selling shareholder may acquire, or has acquired, pursuant to the plan pursuant to the exercise of options granted to the selling shareholder under the plan, whether or not they are currently exercisable, some or all of which may be sold from time to time pursuant to this prospectus.
- (b) Assumes that all common shares offered hereby are sold.
- (c) Includes (i) 3,750 shares that may be acquired upon the exercise of currently exercisable stock options and (ii) 150 shares held by Mr. Dougan's wife as to which Mr. Dougan disclaims beneficial ownership.
- (d) Includes 1,500 shares that may be acquired upon the exercise of currently exercisable stock options.
- (e) Consists of shares that may be acquired upon the exercise of currently exercisable stock options.
- (f) Includes (i) 3,750 shares that may be acquired upon the exercise of currently exercisable stock options, (ii) 12,000 shares held in a revocable trust for the benefit of Mr. Nichols, (iii) 7,277 shares owned directly by

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Mr. Nichol's wife, (iv) 2,421 shares beneficially owned by Mr. Nichol's wife through a a majority owned company, (v) 1,380 shares owned by Mr. Nichol's minor children and (vi) 480 shares held in trusts for the benefit of Mr. Nichol's minor children.

- (g) Includes 7,500 shares that may be acquired upon the exercise of currently exercisable stock options.