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MODINE MANUFACTURING CO
Form S-8 POS
October 28, 2002

Registration No. 333-78989

As filed with the Securities and Exchange Commission on October 28, 2002

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

MODINE MANUFACTURING COMPANY
(Exact name of registrant as specified in its charter)

WISCONSIN
(State or other jurisdiction of
incorporation or organization)

39-0482000
(I.R.S. Employer
Identification No.)

1500 DeKoven Avenue
Racine, Wisconsin 53403
(Address of principal executive offices) (Zip Code)

Modine Manufacturing Company Contributory Employee Stock
Ownership Plan for Hourly Rate Non-Union Employees
(Full title of the plan)

DEAN R. ZAKOS
Vice President, General Counsel and Secretary
Modine Manufacturing Company
1500 DeKoven Avenue
Racine, Wisconsin 53403
(Name and address of agent for service)

(262) 636-1200
(Telephone number, including area code, of agent for service)

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EXPLANATORY NOTE

The purpose of this Post-Effective Amendment to this Registration Statement is to note that:

- The Registrant has merged the Modine Manufacturing Company Contributory Employee Stock Ownership Plan for Hourly Rate Non-Union Employees (the "Hourly Non-Union Plan") into the Modine Manufacturing Company Contributory Salaried Employee Stock Ownership and Investment Plan (the "Salaried Plan"), with the Salaried Plan being the surviving and continuing plan, and with such surviving plan amended and restated so as to be qualified as an Employee Stock Ownership Plan and renamed the Modine Employee Stock Ownership Plan (the "ESOP").

- 48,760 shares of the Registrant's Common Stock, par value \$0.625 per share (the "Common Stock") that were registered under this Registration Statement for the Hourly Non-Union Plan but that, as of the date hereof, have not been issued thereunder, are carried forward to the Registrant's new Registration Statement on Form S-8 (Registration No. 333-100770) filed to register additional shares of Common Stock issuable under the ESOP, leaving no shares registered under this Registration Statement.

SIGNATURES

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----- D. J. Kuester, Director	----- Date
V. L. Martin* -----	October 25, 2002 -----
V. L. Martin, Director	Date
G. L. Neale* -----	October 25, 2002 -----
G. L. Neale, Director	Date
M. C. Williams* -----	October 25, 2002 -----
M. C. Williams, Director	Date
M. T. Yonker* -----	October 25, 2002 -----
M. T. Yonker, Director	Date

*By: DEAN R. ZAKOS

Dean R. Zakos, attorney-in-fact
for each of the persons indicated

POWER OF ATTORNEY

Each of the persons whose signatures appear below, hereby appoints

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Dean R. Zakos and Margaret C. Kelsey, or either of them, as his or her true and lawful attorneys, to sign, in his or her name and on his or her behalf and in any and all capacities stated below, and to cause to be filed with the Securities and Exchange Commission (the "Commission"), this Post-Effective Amendment on Form S-8 (the "Post-Effective Amendment") and any and all related amendments, including later post-effective amendments, that either of such attorneys shall deem necessary or advisable to enable the registrant to comply with the Securities Act of 1933, as amended, and any rules, regulations and requirements of the Commission with respect thereto, in connection with this Post-Effective Amendment, which amendments may make such changes as either of the above-named attorneys deems appropriate, and to comply with the undertakings of the registrant made in connection with this Post-Effective Amendment or its related registration statement, and each of the undersigned hereby ratifies all that either of said attorneys shall do or cause to be done by virtue thereof.

IN WITNESS WHEREOF, the undersigned have signed these presents effective the 16th day of October, 2002.

/s/ D. R. JOHNSON

D. R. Johnson, Chairman and Chief
Executive Officer (Principal
Executive Officer) and Director

/s/ R. S. BULLMORE

R. S. Bullmore, Corporate Controller
and Acting Chief Financial Officer
(Acting Principal Financial and
Accounting Officer)

/s/ D. R. ZAKOS

D. R. Zakos, Vice President,
General Counsel and Secretary

/s/ R. J. DOYLE

R. J. Doyle, Director

/s/ F. P. INCROPERA

F. P. Incropera, Director

/s/ F. W. JONES

F. W. Jones, Director

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/s/ D. J. KUESTER

D. J. Kuester, Director

/s/ V. L. MARTIN

V. L. Martin, Director

/s/ G. L. NEALE

G. L. Neale, Director

/s/ M. C. WILLIAMS

M. C. Williams, Director

/s/ M. T. YONKER

M. T. Yonker, Director