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MANUFACTURED HOME COMMUNITIES INC

Form S-8

August 02, 2001

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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

MANUFACTURED HOME COMMUNITIES, INC.

-----  
(Exact name of registrant as specified in its charter)

MARYLAND

36-3857664

-----  
(State of incorporation)

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

TWO NORTH RIVERSIDE PLAZA, SUITE 800  
CHICAGO, ILLINOIS 60606

-----  
(Address of principal executive offices)

MANUFACTURED HOME COMMUNITIES, INC.

-----  
1992 STOCK OPTION AND

-----  
STOCK AWARD PLAN

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(Full title of the Plan)

ELLEN KELLEHER, ESQ.  
EXECUTIVE VICE PRESIDENT, SECRETARY AND GENERAL COUNSEL  
MANUFACTURED HOME COMMUNITIES, INC.  
TWO NORTH RIVERSIDE PLAZA, SUITE 800  
CHICAGO, ILLINOIS 60606  
(312) 279-1400

(Name, address and telephone number of agent for service)

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price per Share(1)	Proposed Maximum Aggregate Offering Price(1)	A Regi
Common Stock, par value \$.01 per share	2,000,000 shares(2)	\$28.54	\$57,080,000	

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(1) The offering price for such shares is estimated pursuant to Rule 457(c) and (h) solely for the purpose of calculating the registration fee and is based upon the average of the high and low prices of the shares of common stock, par value \$0.01 per share, of the Registrant ("Common Stock") as quoted on the New York Stock Exchange on July 31, 2001.

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(2) 4,000,000 shares of Common Stock have previously been registered with the Securities and Exchange Commission pursuant to an effective Registration Statement on Form S-8. The amount of the registration fee, therefore, relates to only those additional 2,000,000 shares of Common Stock being registered hereunder.

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### PART II REGISTRATION OF ADDITIONAL SECURITIES

This Registration Statement of Manufactured Home Communities, Inc. (the "Company") incorporates by reference the contents of the Company's previous registration statement on Form S-8 dated December 7, 1998 (SEC File Number 333-68473) covering 2,000,000 shares of the Company's common stock, par value \$0.01 per share ("Common Shares"), issuable upon the award of share grants and the exercise of options granted under the Company's 1992 Stock Option and Stock Award Plan (the "Plan"), which previous registration statement incorporated by reference the contents of the Company's registration statement on Form S-8 dated April 16, 1997 (SEC File Number 333-25295) covering 1,000,000 Common Shares, which in turn incorporated by reference the contents of the Company's registration statement on Form S-8 dated March 23, 1994 (SEC File Number 33-76846) covering 1,000,000 Common Shares.

On March 23, 2001, the Company's Board of Directors approved resolutions amending and restating the Plan effective March 23, 2001 (together with all other amendments thereto and restatements thereof, the "Amended Plan") to increase the number of Common Shares issuable thereunder by 2,000,000 Common Shares to an aggregate of 6,000,000 Common Shares. On May 8, 2001, the Company's shareholders approved the Amended Plan. The total number of Common Shares currently registered for issuance pursuant to the Plan is 4,000,000 and this Registration Statement covers the additional 2,000,000 Common Shares to be registered hereunder.

#### ITEM 8. EXHIBITS

Reference is made to the Exhibit Index.

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#### 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 Chicago, Illinois, this 25th day of July, 2001.

MANUFACTURED HOME COMMUNITIES, INC.

By: /s/ Howard Walker

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Howard Walker  
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this

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Registration Statement has been signed by the following persons in the capacities indicated this 25th day of July, 2001.

Signature	Title
/s/ Samuel Zell ----- Samuel Zell	Chairman of the Board
/s/ Howard Walker ----- Howard Walker	Chief Executive Officer and Director (principal executive officer)
/s/ Thomas P. Heneghan ----- Thomas P. Heneghan	President and Chief Operating Officer
/s/ John M. Zoeller ----- John M. Zoeller	Vice President and Chief Financial Officer (principal financial officer)
/s/ Mark Howell ----- Mark Howell	Principal Accounting Officer (principal accounting officer)

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/s/ Howard Walker ----- Howard Walker	Chief Executive Officer and Director (principal executive officer) *Attorney-in-Fact
/s/ John M. Zoeller ----- John M. Zoeller	Vice President and Chief Financial Officer (principal financial officer) *Attorney-in-Fact
* Donald S. Chisholm ----- Donald S. Chisholm	Director
* Thomas E. Dobrowski ----- Thomas E. Dobrowski	Director
/s/ David A. Helfand ----- David A. Helfand	Director
* Louis H. Masotti, Ph.D. ----- Louis H. Masotti, Ph.D.	Director
* John F. Podjasek, Jr. ----- John F. Podjasek, Jr.	Director
/s/ Sheli Z. Rosenberg ----- Sheli Z. Rosenberg	Director

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\* Michael A. Torres Director

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Michael A. Torres

\* Gary Waterman Director

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Gary Waterman

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## EXHIBITS

The following exhibits are filed as part of this Registration Statement.

EXHIBIT NUMBER	DESCRIPTION
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4.1	Articles of Amendment and Restatement of Manufactured Home Communities, Inc., included as Exhibit 3.2 to the Company's Registration Statement on Form S-11 filed February 24, 1993 (SEC File No. 33-55994) and incorporated herein by reference.
4.2	Amended Bylaws of Manufactured Home Communities, Inc., included as Exhibit 3.3 to the Company's Registration Statement on Form S-3 filed November 12, 1999 (SEC File No. 333-90813) and incorporated herein by reference.
4.3	Manufactured Home Communities, Inc. 1992 Stock Option and Stock Award Plan, included as Appendix A to the Registrant's Definitive Proxy Statement dated March 30, 2001 (SEC File No. 001-11718) relating to the Annual Meeting of Stockholders held on May 8, 2001.
5.1	Legal opinion of Seyfarth Shaw dated as of July 25, 2001.
23.1	Consent of Ernst & Young LLP dated as of July 25, 2001.
23.2	Consent of Seyfarth Shaw (included in the opinion filed as Exhibit 5.1).
24.1	Power of Attorney for John F. Podjasek, Jr. dated July 25, 2001.
24.2	Power of Attorney for Michael A. Torres dated July 23, 2001.
24.3	Power of Attorney for Thomas E. Dobrowski dated July 20, 2001.
24.4	Power of Attorney for Gary Waterman dated July 23, 2001.
24.5	Power of Attorney for Donald S. Chisholm dated July 20, 2001.
24.6	Power of Attorney for Louis H. Masotti dated July 23, 2001.