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STANDARD PACIFIC CORP /DE/

Form S-8

June 17, 2002

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As filed with the Securities and Exchange Commission on June 14, 2002  
Registration No. 333-\_\_\_\_\_

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

\_\_\_\_\_  
FORM S-8

REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933

\_\_\_\_\_  
STANDARD PACIFIC CORP.  
(Exact name of Registrant as Specified in Its Charter)

Delaware  
(State or Other Jurisdiction of  
Incorporation or Organization)

33-0475989  
(I.R.S. Employer  
Identification No.)

\_\_\_\_\_  
15326 Alton Parkway  
Irvine, California 92618  
(949) 789-1600  
(Address, including Zip Code, and Telephone Number,  
including Area Code, of Registrant's Principal Executive Offices)

\_\_\_\_\_  
2000 STOCK INCENTIVE PLAN OF STANDARD PACIFIC CORP.

(Full Title of Plan)

\_\_\_\_\_  
Clay A. Halvorsen, Esq.  
Senior Vice President, General Counsel and Secretary  
Standard Pacific Corp.  
15326 Alton Parkway  
Irvine, California 92618  
(949) 789-1600  
(Name, Address, including Zip Code, and Telephone Number, including Area Code,  
of Agent for Service)

Copies to:  
Robert K. Montgomery, Esq.  
Gibson, Dunn & Crutcher LLP  
2029 Century Park East  
Suite 4000  
Los Angeles, California 90067-3026  
(310) 552-8500

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## CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registrat Fee
Common Stock, par value \$0.01 per share	1,500,000 (3)	\$32.28	\$48,420,000	\$4,45

- (1) Also includes associated preferred share rights to purchase shares of Standard Pacific's common stock, which preferred share rights are not currently separable from the shares of common stock and are not currently exercisable. Pursuant to Rule 416(a), this Registration Statement also covers shares issued pursuant to antidilution provisions set forth in the 2000 Stock Incentive Plan of Standard Pacific Corp.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) and based on the average of the high and the low price of Standard Pacific's common stock as reported on June 13, 2002 on the New York Stock Exchange.
- (3) In addition to the 1,500,000 shares registered hereby, 1,000,000 shares of common stock issuable under the 2000 Stock Incentive Plan of Standard Pacific Corp. were previously registered under the Registration Statement on Form S-8 (Registration No. 333-63326), filed with the Securities and Exchange commission on June 19, 2001.

## INTRODUCTION

On June 19, 2001, Standard Pacific Corp., a Delaware corporation (the "Company"), filed a Registration Statement on Form S-8 registering 1,000,000 shares of the Company's common stock, par value \$0.01 per share issuable under the 2000 Stock Incentive Plan of Standard Pacific Corp. This Registration Statement on Form S-8 is filed by the Company to register an additional 1,500,000 shares of the Company's common stock, issuable under such plan as a result of an amendment to the plan, and consists of only those items required by General Instruction E to Form S-8.

## PART I INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

Item 1. Plan Information.\*

Item 2. Registrant Information and Employee Plan Annual Information.\*

\* Information required by Part I of Form S-8 to be contained in the Section 10(a) prospectus is omitted from this registration statement in accordance with Rule 428 under the Securities Act of 1933, as amended, and the Note to Part I of Form S-8.

## PART II

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### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

In accordance with General Instruction E to Form S-8, the contents of the Company's Registration Statement on Form S-8 (Registration No. 333-63326) previously filed by the Company with the Securities and Exchange Commission on June 19, 2001, which relates to the 2000 Stock Incentive Plan of Standard Pacific Corp., are incorporated herein by reference and made a part hereof.

### INFORMATION REGARDING FINANCIAL STATEMENTS INCORPORATED BY REFERENCE INTO THIS REGISTRATION STATEMENT

On June 5, 2002, we announced that we had appointed Ernst & Young LLP to replace Arthur Andersen LLP as our independent auditors. Our consolidated balance sheets as of December 31, 2001 and 2000, and the related consolidated statements of income, stockholders' equity and cash flows for each of the three years in the period ended December 31, 2001 incorporated by reference in this registration statement have been audited by Andersen, as stated in their report dated January 21, 2002, which is incorporated by reference herein. After reasonable efforts, we have been unable to obtain Andersen's consent to the incorporation by reference into this registration statement of Andersen's report with respect to these financial statements. Under these circumstances, Rule 437a under the Securities Act permits us to file this registration statement without a written consent from Andersen. The absence of such consent may limit recovery by investors on certain claims. In particular, and without limitation, investors will not be able to assert claims against Andersen under Section 11 of the Securities Act. In addition, the ability of Andersen to satisfy any claims (including claims arising from Andersen's provision of auditing and other services to us) may be limited as a practical matter due to recent events regarding Andersen.

#### Item 8. Exhibits.

Exhibit No.	Description
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4.1	Certificate of Incorporation of the registrant, incorporated by reference to Exhibit 3.1 of the registrant's Registration Statement on Form S-4 (File No. 33-42293), filed with the Securities and Exchange Commission on August 16, 1991.
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4.2	Certificate of Correction of Certificate of Incorporation of the registrant, incorporated by reference to Exhibit 3.2 of the registrant's Registration Statement on Form 8-B filed with the Securities and Exchange Commission on December 17, 1991.
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4.3	Form of Certificate of Amendment to Certificate of Incorporation of the registrant, incorporated by reference to Exhibit 3.3 of the registrant's Registration Statement on Form 8-B filed with the Securities and Exchange Commission on December 17, 1991.
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4.4	Form of Certificate of Merger of the registrant, incorporated by reference to Exhibit 3.4 of the registrant's Registration Statement on Form 8-B filed with the Securities and Exchange Commission on December 17, 1991.
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4.5	Certificate of Designations of Series A Junior Participating Preferred Stock of the registrant, incorporated by reference to Exhibit 4.2 to the Registration Statement on Form 8-A (File No. 001-10959), filed with the Securities and Exchange Commission on
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December 28, 2001.

- 4.6 Bylaws of the registrant, incorporated by reference to Exhibit 3.5 of the registrant's Registration Statement on Form S-4 (File No. 333-37014), filed with the Securities and Exchange Commission on May 15, 2000.
- 4.7 Form of Specimen Stock Certificate, incorporated by reference to Exhibit 28.3 of the registrant's Registration Statement on Form S-4 (File No. 33-42293), filed with the Securities and Exchange Commission on August 16, 1991.
- 4.8 Rights Agreement, dated as of December 31, 2001, between the registrant and EquiServe Trust Company, N.A., as Rights Agent, incorporated by reference to Exhibit 4.1 to the Registration Statement on Form 8-A (File No. 001-10959), filed with the Securities and Exchange Commission on December 28, 2001.
- 5.1 Opinion of Gibson, Dunn & Crutcher LLP.
- 23.1 The registrant was unable to obtain the consent of Arthur Andersen LLP. See information above under the heading "Information Regarding Financial Statements Incorporated by Reference into this Registration Statement."
- 23.2 Consent of Gibson, Dunn & Crutcher LLP (contained in Exhibit 5.1 hereto).
- 24.1 Power of Attorney (contained on signature page hereto).

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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 the City of Irvine, State of California, on June 14, 2002.

STANDARD PACIFIC CORP.

By: /s/ STEPHEN J. SCARBOROUGH

-----  
Name: Stephen J. Scarborough  
Title: Chairman of the Board and Chief  
Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below does hereby constitute and appoint Stephen J. Scarborough, Andrew H. Parnes and Clay A. Halvorsen, and each of them, with full power of substitution and full power to act without the other, his true and lawful attorneys-in-fact and agents to act for him in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and any subsequent registration statement the registrant may hereafter file with the Securities and Exchange Commission pursuant to Rule 462(b) under the Securities Act to register

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additional shares of common stock, and to file this Registration Statement, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in order to effectuate the same as fully, to all intents and purposes, as they, he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, may lawfully do or cause to be done by virtue hereof.

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

Signature -----	Title -----	Date -----
 /s/ STEPHEN J. SCARBOROUGH ----- (Stephen J. Scarborough)	Chief Executive Officer and Chairman of the Board (Principal Executive Officer)	June 14,
 /s/ ANDREW H. PARNES ----- (Andrew H. Parnes)	Senior Vice President--Finance, Chief Financial Officer and Director (Principal Financial and Accounting Officer)	June 14,
 /s/ MICHAEL C. CORTNEY ----- (Michael C. Cortney)	Director	June 14,
 /s/ JAMES L. DOTI ----- (James L. Doti)	Director	June 14,
 /s/ RONALD R. FOELL ----- (Ronald R. Foell)	Director	June 14,
 /s/ DOUGLAS C. JACOBS ----- (Douglas C. Jacobs)	Director	June 14,

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 /s/ KEITH D. KOELLER ----- (Keith D. Koeller)	Director	June 14, 2
 /s/ LARRY MCNABB	Director	June 14, 2

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-----  
(Larry McNabb)

/s/ JEFFREY V. PETERSON

Director

June 14, 2001

-----  
(Jeffrey V. Peterson)

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EXHIBIT INDEX

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5.1	Opinion of Gibson, Dunn & Crutcher LLP.
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Andersen LLP. See information above under the heading "Information Regarding Financial Statements Incorporated by Reference into this Registration Statement."

- 23.2 Consent of Gibson, Dunn & Crutcher LLP (contained in Exhibit 5.1 hereto).
- 24.1 Power of Attorney (contained on signature page hereto).