

KRONOS INC
Form S-8
August 04, 2006

As filed with the Securities and Exchange Commission on August 4, 2006

Registration No. 333-_____

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT

UNDER
THE SECURITIES ACT OF 1933

KRONOS INCORPORATED

(Exact Name of Registrant as Specified in Its Charter)

Massachusetts
(State or Other Jurisdiction of

Incorporation or Organization)

04-2640942
(I.R.S. Employer

Identification No.)

297 Billerica Road, Chelmsford, MA
(Address of Principal Executive Offices)

01824
(Zip Code)

Kronos Incorporated

Amended and Restated

2002 Stock Incentive Plan

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(Full Title of the Plan)

Paul A. Lacy

Kronos Incorporated

297 Billerica Road

Chelmsford, Massachusetts 01824

(Name and Address of Agent For Service)

(978) 250-9800

(Telephone Number, Including Area Code, of Agent For Service)

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered | Amount to be Registered(1) | Proposed Maximum Offering Price Per Share | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|---------------------------------------------|-----------------------------------|--------------------------------------------------|--------------------------------------------------|-----------------------------------|
| Common Stock, \$0.01 par value per share | 4,000,000 shares | \$29.00(2) | \$116,000,000(2) | \$12,412.00 |

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended, this registration statement shall be deemed to cover additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act of 1933, as amended, and based upon the average of the high and low prices of the Registrant's common stock as reported on The Nasdaq National Market® on August 1, 2006.
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STATEMENT OF INCORPORATION BY REFERENCE

This Registration Statement on Form S-8 incorporates by reference the contents of the Registration Statements on Form S-8, File Nos. 333-82370 and 333-117879, filed with the Securities and Exchange Commission on February 8, 2002 and August 2, 2004, respectively, by the Registrant, relating to the Registrant's Amended and Restated 2002 Stock Incentive Plan.

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 Chelmsford, Massachusetts, on this 4th day of August, 2006.

KRONOS INCORPORATED

By: /s/ Paul A. Lacy
Paul A. Lacy, President

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of Kronos Incorporated, hereby severally constitute and appoint Aron J. Ain, Paul A. Lacy and Alyce Moore and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the registration statement on Form S-8 filed herewith and any and all subsequent amendments to said registration statement, and generally to do all such things in our names and on our behalf in our capacities as officers and directors to enable Kronos Incorporated to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said registration statement and any and all amendments thereto.

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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 dates indicated.

| Signature | Title | Date |
|-------------------------|------------------------------------|----------------|
| /s/ Paul A. Lacy | President | August 4, 2006 |
| Paul A. Lacy | (principal executive officer) | |
| /s/ Mark V. Julien | Chief Financial Officer | August 4, 2006 |
| Mark V. Julien | (principal accounting officer) | |
| /s/ Aron J. Ain | Chief Executive Officer & Director | August 4, 2006 |
| Aron J. Ain | | |
| /s/ Mark S. Ain | Executive Chairman of the Board | August 4, 2006 |
| Mark S. Ain | | |
| /s/ W. Patrick Decker | Director | August 4, 2006 |
| W. Patrick Decker | | |
| /s/ Richard J. Dumler | Director | August 4, 2006 |
| Richard J. Dumler | | |
| /s/ David B. Kiser | Director | August 4, 2006 |
| David B. Kiser | | |
| /s/ Lawrence J. Portner | Director | August 4, 2006 |
| Lawrence J. Portner | | |
| /s/ Samuel Rubinovitz | Director | August 4, 2006 |
| Samuel Rubinovitz | | |
| /s/ Bruce J. Ryan | Director | August 4, 2006 |
| Bruce J. Ryan | | |

INDEX TO EXHIBITS

| Number | Description |
|---------------|------------------------------------------------------------------------------------|
| 3.1(1) | Restated Articles of Organization of the Registrant, as amended |
| 3.2(2) | Amended and Restated By-laws of the Registrant, as further amended |
| 5.1 | Opinion of Wilmer Cutler Pickering Hale and Dorr LLP, counsel to the Registrant. |
| 23.1 | Consent of Wilmer Cutler Pickering Hale and Dorr LLP (included in Exhibit 5.1). |
| 23.2 | Consent of Ernst & Young LLP, registered public accounting firm. |
| 24.1 | Power of attorney (included on the signature pages of this registration statement) |

(1) Incorporated by reference to the Company's Form 10-Q for the quarterly period ended April 4, 1998.
(2) Incorporated by reference to the Company's Form 10-K for the fiscal year ended September 30, 2004.