

OPPENHEIMER HOLDINGS INC
Form S-8
November 02, 2005

SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933, AS AMENDED

OPPENHEIMER HOLDINGS INC.

(Exact name of Issuer as Specified in its Charter)

Canada 98-0080034

(State or Other Jurisdiction of (I.R.S. Employer
Incorporation or Organization) Identification No.)

P.O. Box 2015, Suite 1110

20 Eglinton Avenue West

Toronto, Ontario, Canada M4R 1K8

(Address, including zip code, of registrant's principal executive office)

**CONDITIONAL ISSUE OF CLASS A NON-VOTING SHARES TO EMPLOYEES OF OPPENHEIMER &
CO. INC. (FORMERLY FAHNESTOCK & CO. INC.)**

(Full title of the plan)

Elaine K. Roberts
Oppenheimer Holdings Inc.
P.O. Box 2015, Suite 1110
20 Eglinton Avenue West
Toronto, Ontario, Canada M4R 1K8
Telephone (416) 322-1515

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

Calculation of Registration Fee

Proposed

Proposed

maximum

maximum

Amount of

Title of Securities

Amount to

offering price

aggregate

registration

to be Registered (1)

be registered

per share (1)

offering price

fee (1)

Class A non-voting

31,110

\$18.60

\$578,646

\$68.11

shares

(1)

Estimated solely for the purpose of computing the registration fee pursuant to Rules 457(c) and (h) of the Securities Act of 1933 on the basis of the average of the high and low prices of the Class A non-voting shares on October 28, 2005 on The New York Stock Exchange.

EXPLANATORY NOTE

This Registration Statement relates to shares of Class A non-voting shares (the Class A Shares) of Oppenheimer Holdings Inc., a corporation incorporated under the laws of Canada (the Company), to be issued to employees of Oppenheimer & Co. Inc. on January 3, 2006, upon the completion of requisite service periods.

On May 12, 2003, Class B shareholders of the Company voted to approve the conditional issue of up to 45,000 Class A Shares to be issued to certain key employees of the U.S. Private Client Division and the Asset Management businesses acquired and to be acquired from CIBC World Markets as an incentive to such employees. Each such employee who continues in the employment of Oppenheimer & Co. Inc. (formerly Fahnstock & Co. Inc.) until January 3, 2006 will, on that date, receive the Class A Shares allocated to him or her as part of his or her compensation for the three year period. The price of such Class A Shares is \$22.50 per share.

Item 8. Exhibits

All exhibits are filed herewith unless otherwise indicated. For a list of the exhibits required by this item, see the Exhibit Index immediately following the signature pages.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Company 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 New York, State of New York, on this 28th day of October, 2005.

OPPENHEIMER HOLDINGS INC.

(Registrant)

By: /s/ E. K. Roberts

E. K. Roberts,

President, Treasurer,

Chief Financial Officer

POWER OF ATTORNEY

Each person whose signature appears below hereby constitutes and appoints Elaine K. Roberts, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and his name, place and stead, in any and all capacities, to sign any or all amendments or supplements to this Registration Statement and to file the same with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing necessary or appropriate to be done with respect to this Registration Statement or any amendments or supplements hereto in the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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

Signature

Title

Date

/s/ A. G. Lowenthal

Chairman of the Board,

October 28, 2005

A. G. Lowenthal

Chief Executive Officer,

Director

/s/ E. K. Roberts

President, Treasurer,

October 28, 2005

E. K. Roberts

Chief Financial Officer,

Director

/s/A. W. Oughtred

Secretary, Director

October 28, 2005

A. W. Oughtred

/s/J. L. Bitove

Director

October 28, 2005

J.L. Bitove

/s/R. Crystal

Director

October 28, 2005

R. Crystal

/s/K. W. McArthur

Director

October 28, 2005

K. W. McArthur

Director

October 28, 2005

B. Winberg

INDEX TO EXHIBITS

Exhibits designated by an asterisk have been heretofore filed by the Company pursuant to Section 13 or 15(d) of the Exchange Act and are hereby incorporated herein by reference to the pertinent prior filing.

Sequentially

Exhibit No.

Description of Exhibit

Numbered Page

4(a)

Articles of Incorporation

*

of Oppenheimer Holdings Inc.

(previously filed as an exhibit to

Form 10-Q for the quarterly period

ended June 30, 2005).

4(b)

By-Laws (previously filed as an

*

exhibit to Form 10-Q for the

quarterly period ended June 30, 2005).

5

Opinion of Borden Ladner Gervais LLP

regarding the legality of any
original issuance of common
stock being registered.

23(a)

Consent of PricewaterhouseCoopers LLP

23(b)

Consent of Borden Ladner Gervais LLP
(included in Exhibit 5)

24

Power of Attorney (included
on the signature pages of
the registration statement)

5