

Edgar Filing: ANDERSONS INC - Form S-8

ANDERSONS INC
Form S-8
September 28, 2004

As filed with the Securities and Exchange Commission on September 28, 2004

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
Under
The Securities Act of 1933

THE ANDERSONS, INC.
(Exact name of registrant as specified in its charter)

Ohio
(State or other jurisdiction of
incorporation or organization)

34-1562374
(I.R.S. Employer
Identification Number)

480 West Dussel Drive,
Maumee, Ohio
(Address of Principal Executive Offices)

43537
(Zip Code)

THE ANDERSONS, INC.
2004 EMPLOYEE SHARE PURCHASE PLAN
(Full title of the plans)

Beverly J. McBride
The Andersons, Inc.
480 West Dussel Drive
Maumee, Ohio 43537
(Name and address of agent for service)

(419) 893-5050
(Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Proposed maximum Amount to be registered	Proposed maximum price per share (1)	Amount of aggregate offering price (1)
Common Shares, no par value	300,000 shares	\$ 20.795	\$ 6,238,500

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(1) Computed on the basis of the price at which stock of the same class was sold on September 23, 2004 pursuant to Rule 457(h) of the Securities Act of 1933, as amended, solely for the purpose of calculating the amount of the registration fee.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information.

Omitted from this Registration Statement in accordance with Rule 428 under the Securities Act of 1933 (the "Securities Act") and the Note to Part I of Form S-8.

Item 2. Registrant Information and Employee Plan Annual Information.

Omitted from this Registration Statement in accordance with Rule 428 under the Securities Act and the Note to Part I of Form S-8.

PART II

INFORMATION REQUIRED PURSUANT TO GENERAL INSTRUCTION E TO FORM S-8

Item 3. Incorporation of Certain Documents by Reference.

The following documents filed by the Company under the Securities and Exchange Act of 1934, as amended are incorporated herein by reference to this Registration Statement.

- Annual Report on Form 10-K for the year ended December 31, 2003;
- Quarterly reports on Form 10-Q for the quarters ended March 31, 2004 and June 30, 2004; and
- The description of the Company's Common Shares contained in Item 1 of the Company's registration statement on Form 8-A filed with the Commission on October 19, 1995.

All other reports filed by the company pursuant to Sections 13(a) or 15(d) of the Exchange Act since the end of such fiscal year are also incorporated by reference. In addition, all documents filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of the filing of such reports and documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is incorporated or deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

Exhibit Number	Description of Document
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4 The Andersons, Inc. 2004 Employee Share Purchase Plan (incorporated by reference to the Proxy Statement for the Annual Meeting of Shareholders held on May 13, 2004)

5.1 Opinion of Beverly J. McBride with respect to the legality of certain shares of
23.1 Consent of Independent Registered Public Accounting Firm
23.2 Consent of Beverly J. McBride (included in opinion filed as Exhibit 5.1)
24.1 Power of Attorney

SIGNATURES

Pursuant to the requirements of the Securities Act, 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 Maumee, State of Ohio, on September 28, 2004.

THE ANDERSONS, INC.

By: /s/Michael J. Anderson
Its: President and CEO

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

Signature	Title	Date
/s/Richard P. Anderson* ----- Richard P. Anderson	Chairman of the Board, Director	September 28, 2004
/s/Michael J. Anderson ----- Michael J. Anderson	Chief Executive Officer, President, Director (Principal Executive Officer)	September 28, 2004
/s/Thomas H. Anderson* ----- Thomas H. Anderson	Chairman Emeritus, Director	September 28, 2004
/s/Gary L. Smith* ----- Gary L. Smith	Vice President, Finance and Treasurer (Principal Financial Officer)	September 28, 2004
/s/Richard R. George* ----- Richard R. George	Vice President, Controller and CIO	September 28, 2004

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(Principal Accounting Officer)

September

/s/John F. Barrett*

John F. Barrett

Director

September

/s/Paul M. Kraus*

Paul M. Kraus

Director

September

/s/Donald L. Mennel*

Donald L. Mennel

Director

September

/s/David L. Nichols*

David L. Nichols

Director

Septembe

/s/Sidney A. Ribeau*

Dr. Sidney A. Ribeau

Director

Septembe

/s/Charles A. Sullivan*

Charles A. Sullivan

Director

Septembe

/s/Jacqueline F. Woods*

Jacqueline F. Woods

Director

Septembe

* By /s/Michael J. Anderson

Attorney-in-fact

September