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VCA ANTECH INC
 Form S-8
 August 01, 2003

SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549

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

VCA ANTECH, INC.
 (Exact Name of Registrant as Specified in Its Charter)

DELAWARE
 (State or Other Jurisdiction of
 Incorporation or Organization)

95-4097995
 (I.R.S. Employer Identification No.)

12401 WEST OLYMPIC BOULEVARD
 LOS ANGELES, CALIFORNIA 90064-1022
 (Address of Principal Executive Offices) (Zip Code)

2001 STOCK INCENTIVE PLAN, AS AMENDED
 (Full Title of the Plan)

ROBERT L. ANTIN, PRESIDENT AND CHIEF EXECUTIVE OFFICER
 VCA ANTECH, INC.
 12401 WEST OLYMPIC BOULEVARD
 LOS ANGELES, CALIFORNIA 90064-1022
 (Name and Address of Agent for Service)

(310) 571-6500
 (Telephone Number, Including Area Code, of Agent for Service)

Copies to:
 JULIE KAUFER, ESQ.
 MICHAEL W. EVERETT, ESQ.
 AKIN GUMP STRAUSS HAUER & FELD, LLP
 2029 CENTURY PARK EAST, 24TH FLOOR
 LOS ANGELES, CALIFORNIA 90067
 (310) 229-1000

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 \$0.001 par value | 1,500,000 Shares | \$23.03 (2) | \$34,545,000 (2) | \$3,150 (2) |

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INTRODUCTION

The purpose of this Registration Statement is to register additional shares of the common stock of VCA Antech, Inc., par value \$0.001 per share, for issuance pursuant to its 2001 Stock Incentive Plan, and consists only of those items required by General Instruction E to Form S-8.

INCORPORATION OF PREVIOUSLY FILED REGISTRATION STATEMENT

Pursuant to General Instruction E to Form S-8, the contents of Registration Statement No. 333-81614, filed with the SEC on January 29, 2002, are incorporated herein by reference.

THE FOLLOWING EXHIBITS ARE FILED AS PART OF THIS REGISTRATION STATEMENT:

- 4.1 VCA Antech, Inc. 2001 Stock Incentive Plan, as amended. Incorporated by reference to Exhibit A of the Registrant's Definitive Proxy Statement filed on April 18, 2003.
- 5.1 Opinion of Akin Gump Strauss Hauer & Feld LLP regarding validity of securities.
- 23.1 Consent of KPMG LLP.
- 23.2 Consent of Akin Gump Strauss Hauer & Feld LLP (included in Exhibit 5.1).
- 24.1 Power of Attorney (included as part of the signature page of this Registration Statement).

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Los Angeles, State of California, on this 31st day of July 2003.

VCA ANTECH, INC.
(Registrant)

By: /s/ TOMAS W. FULLER

Tomas W. Fuller
Chief Financial Officer, Vice
President and Assistant Secretary

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Robert L. Antin and Tomas W. Fuller, and each of them, as his true and lawful

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attorneys-in-fact and agents 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 (including post-effective amendments) to this Registration Statement and to file a new registration statement under Rule 461 or Instruction E of Form S-8 of the Securities Act of 1933, as amended, and to file the same, 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 and about the foregoing, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them, or their 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 below by the following persons in the capacities and on the date indicated.

| SIGNATURE | TITLE | DATE |
|---|--|---------------|
| * ----- Robert L. Antin | President, Chief Executive Officer, and Chairman of the Board of Directors | |
| * ----- Arthur J. Antin | Chief Operating Officer, Senior Vice President, Secretary and Director | |
| /s/ Tomas W. Fuller ----- Tomas W. Fuller | Chief Financial Officer, Vice President and Assistant Secretary | July 31, 2003 |
| * ----- John M. Baumer | Director | |
| * ----- John G. Danhakl | Director | |
| /s/ John Heil ----- John Heil | Director | July 31, 2003 |

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| | | |
|--|----------|---------------|
| * ----- Peter J. Nolan | Director | July 31, 2003 |
| /s/ Frank Reddick ----- Frank Reddick | Director | July 31, 2003 |
| /s/ Tomas W. Fuller ----- Attorney-In-Fact | Director | July 31, 2003 |

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EXHIBIT INDEX

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