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KANSAS CITY SOUTHERN INDUSTRIES INC
Form S-8
November 09, 2001

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE
SECURITIES ACT OF 1933

KANSAS CITY SOUTHERN INDUSTRIES, INC.

(Exact Name of Registrant as Specified in Its Charter)

DELAWARE

44-0663509

(State or Other Jurisdiction of
Incorporation or Organization)

(IRS Employer
Identification No.)

114 WEST 11TH STREET, KANSAS CITY, MISSOURI 64105

(Address of Principal Executive Offices) (Zip Code)

THIRTEENTH OFFERING UNDER THE EMPLOYEE STOCK PURCHASE PLAN

(Full Title of the Plan)

Jay M. Nadlman, Esq.
Kansas City Southern Industries, Inc.
114 West 11th Street, Kansas City, Missouri 64105
(816) 983-1384

(Name, Address and Telephone, Including Area Code, of Agent For Service)

Copies to:
John F. Marvin, Esq.
Diane M. Bono, Esq.
Sonnenschein Nath & Rosenthal
4520 Main Street, Suite 1100
Kansas City, Missouri 64111
(816) 460-2400

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Securities To be Registered | Amount To be Registered(1) | Proposed Maximum Offering Price Per Unit | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee(2) |
|--|----------------------------------|--|---|-------------------------------------|
| Common Stock (\$0.01 par value) | 3,000,000 | \$10.68 | \$32,040,000 | \$8,010 |

(1) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this

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- registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan described herein.
- (2) The amount of the registration fee is estimated in accordance with Rules 457(c) and 457(h)(1). For the purpose of calculating the amount of the registration fee, it was assumed that the 3,000,000 shares available for this offering would be purchased at \$10.68 (85% of the average of the high and low prices of the Registrant's common stock on November 7, 2001 as reported by the New York Stock Exchange).

INCORPORATION BY REFERENCE

The contents of the Registrant's registration statement on Form S-8 (File No. 33-54168) are hereby incorporated by reference into this registration statement.

ITEM 8. EXHIBITS

The exhibits are listed in the Exhibit Index of this registration statement, which Exhibit Index is incorporated herein by reference.

SIGNATURES

THE REGISTRANT. 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 Kansas City, state of Missouri, on November 8, 2001.

KANSAS CITY SOUTHERN INDUSTRIES, INC.

By: /S/ M.R. HAVERTY

Michael R. Haverty
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Michael R. Haverty, Gerald K. Davies, Robert H. Berry and Louis G. Van Horn, and each of them, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in 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 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 premises, 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 any of them, or their, or his substitute or substitutes, 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 on November 8, 2001 by the following

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persons in the capacities indicated.

| SIGNATURE | TITLE |
|---|--|
| /S/ M.R. HAVERTY ----- Michael R. Haverty | Chairman of the Board of Directors; President and Chief Executive Officer |
| /S/ ROBERT H. BERRY ----- Robert H. Berry | Senior Vice President and Chief Financial Officer |
| /S/ LOUIS VAN HORN ----- Louis G. Van Horn | Vice President and Comptroller |
| /S/ A. EDWARD ALLINSON ----- A. Edward Allinson | Director |
| /S/ MICHAEL G. FITT ----- Michael G. Fitt | Director |
| /S/ JAMES R. JONES ----- James R. Jones | Director |
| /S/ LANDON ROWLAND ----- Landon H. Rowland | Director |
| /S/ RODNEY E. SLATER ----- Rodney E. Slater | Director |
| /S/ BYRON G. THOMPSON ----- Byron G. Thompson | Director |

THE PLAN. Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the employee benefit plan) have duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Kansas City, state of Missouri, on November 8, 2001.

EMPLOYEE STOCK PURCHASE PLAN

By: /S/ JAMES R. JONES

Name: James R. Jones

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Title: Director, Chairman of the Committee
administering the Plan

INDEX TO EXHIBITS

| EXHIBIT NO. | DOCUMENT |
|----------------|---|
| 4.1 | Articles Fourth, Eighth, Eleventh, Twelfth, Thirteenth, Fourteenth and Fifteenth of the Registrant's Restated Certificate of Incorporation, as amended, filed as Exhibit 3.1 to the Registrant's Registration Statement on Form S-4 filed on January 25, 2001 (File No. 333-54262), are hereby incorporated by reference as Exhibit 4.1 |
| 4.2 | Article I, Sections 1, 3 and 11 of Article II, Article V and Article VIII of the Registrant's Bylaws, filed as Exhibit 3.2 to Registrant's Form 10-Q for the quarter ended March 31, 2001 (File No. 1-4717), are hereby incorporated by reference as Exhibit 4.2 |
| 4.3 | Rights Agreement by and between the Registrant and Harris Trust and Savings Bank dated as of September 19, 1995, filed as Exhibit 99 to the Registrant's Form 8-A dated October 24, 1995 (File No. 333-54262), is hereby incorporated by reference as Exhibit 4.3 |
| 5.1 | Opinion of Sonnenschein Nath & Rosenthal |
| 23.1 | Consent of PricewaterhouseCoopers LLP |
| 23.2 | Consent of PricewaterhouseCoopers, S.C. |
| 23.3 | Consent of Sonnenschein Nath & Rosenthal (included in Exhibit 5.1) |
| 99 | Employee Stock Purchase Plan, as amended and restated on September 26, 2001 |