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BOWATER INC  
 Form S-8  
 May 31, 2002

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON MAY 31, 2002  
 REGISTRATION NO. 333-\_\_\_\_\_

SECURITIES AND EXCHANGE COMMISSION  
 WASHINGTON, D.C. 20549

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

BOWATER INCORPORATED

-----  
 (Exact Name of Registrant as Specified in Its Charter)

DELAWARE

62-0721803

-----  
 (State of Incorporation)

-----  
 (IRS Employer Identification No.)

55 E. CAMPERDOWN WAY, P.O. BOX 1028, GREENVILLE, SOUTH CAROLINA 29602

-----  
 (Address of Principal Executive Offices)

BOWATER INCORPORATED SAVINGS PLAN

-----  
 (Full Title of the Plan)

ANTHONY H. BARASH, ESQUIRE  
 SR. VICE PRESIDENT-CORPORATE AFFAIRS, GENERAL COUNSEL AND SECRETARY  
 BOWATER INCORPORATED  
 55 E. CAMPERDOWN WAY, P.O. BOX 1028,  
 GREENVILLE, SOUTH CAROLINA 29602  
 (864) 271-7733

-----  
 (Name, Address and Telephone Number, Including Area Code, of Agent for Service)

CALCULATION OF REGISTRATION FEE

| Title Of Each Class Of Securities To Be Registered | Amount To Be Registered | Proposed Maximum Offering Price Per Unit | Proposed Maximum Aggregate Offering Price |
|--|-------------------------|--|---|
| Common Stock,<br>\$1.00 par value<br>per share     | 1 share (1) (2)         | \$48.09 (2)                              | \$48.09 (2)                               |

(1) Pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee

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benefit plan described herein.

(2) As described in Part II of this Registration Statement, Bowater Incorporated is carrying over, for issuance under the Plan, 1,594,533 shares of Common Stock previously registered, but unissued under Form S-8 for the Bowater Incorporated Savings Plan for Certain Hourly Employees and the Bowater Incorporated/Coated Papers and Pulp Division Hourly Employees' Savings Plan. In connection with the prior registration filed on May 18, 2001, Bowater Incorporated paid a registration fee of \$19,170.27, calculated pursuant to Rule 457(c) under the Securities Act and based on the reported average of the high and low sales prices of Bowater Incorporated Common Stock as reported on the New York Stock Exchange on May 14, 2001. Pursuant to Rule 457(h)(2) under the Securities Act, no separate fee is required with respect to the interests in the Plan covered by this Registration Statement.

The Registration Statement shall become effective automatically upon the date of filing in accordance with Section 8(a) of the Securities Act, and Rules 456 and 462 promulgated thereunder.

### PART II

#### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

##### REGISTRATION OF ADDITIONAL SECURITIES

Bowater Incorporated (the "Registrant") has registered 1,900,000 shares of its Common Stock, par value \$1.00 ("Common Stock") on Form S-8 (Registration No. 333-00555) for issuance under the Bowater Incorporated Savings Plan (formerly named the Bowater Incorporated Salaried Employees' Savings Plan) (the "Plan"). Pursuant to Form S-8 (General Instruction E), the Registrant increased the number of shares by registering an additional 6,200,000 shares (Registration Nos. 333-41471, 333-84161 and 333-61228). Therefore, the Registrant has registered an aggregate number of 8,100,000 shares for issuance under the Plan.

The Registrant has also registered shares of its Common Stock for issuance under the Bowater Incorporated Savings Plan for Certain Hourly Employees (the "BI Certain Employees Plan") (Registration Nos. 33-16277, 333-84163 and 333-61230) and the Bowater Incorporated/Coated Papers and Pulp Division Hourly Employees' Savings Plan (the "BI Coated Papers Savings Plan") (Registration Nos. 333-02989, 333-41475, 333-84171 and 333-61232). Effective as of December 31, 2001, the Registrant merged both the BI Certain Employees Plan and the BI Coated Papers Savings Plan into and with the Plan pursuant to its amendment authority under each plan and participants in each of the merged plans became participants in the Plan. Simultaneously with the filing of this Registration Statement, the Registrant has terminated its offering of Common Stock and Participation Interests under the BI Certain Employees Plan and the BI Coated Papers Savings Plan by filing a post-effective amendment to Form S-8 for each plan (Registration Nos. 333-61230 and No. 333-61232, respectively).

The Registrant hereby carries over 1,594,533 shares of Common Stock and Participation Interests that remained unsold as of the termination of the offerings registered under Forms S-8 for the BI Certain Employees Plan and the BI Coated Papers Savings Plan (Registration Nos. 333-61230 and No. 333-61232, respectively).

Pursuant to General Instruction E of the instructions to Form S-8, Bowater Incorporated (the "Registrant") and the Bowater Incorporated Savings Plan (the "Plan") hereby incorporate by reference the contents of the previous

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Registration Statements filed by the Registrant and the Plan on Forms S-8 (Registration Nos. 333-00555, 333-41471, 333-84161 and 333-61228). The current registration of 1,594,533 shares of Common Stock of the Registrant will increase the total number of shares registered for issuance under the Plan to 9,694,533 shares.

ITEM 8. EXHIBITS

Pursuant to General Instruction E of the instructions to Form S-8, the Registrant and the Plan hereby incorporate by reference the exhibits of the previous Registration Statements filed by the Registrant and the Plan on Forms S-8 (Registration Nos. 333-00555, 333-41471, 333-84161 and 333-61228). The following additional exhibits are filed as part of this Registration Statement.

| No: | Exhibit:  |
|-----|---|
| --  | -----   |
| 4.1 | The Bowater Incorporated Savings Plan, As Amended and Restated Effective January 1, 1997. |
| 23  | Consent of Accountants.   |
| 24  | Powers of Attorney.   |

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 Greenville, state of South Carolina, on May 30, 2002.

BOWATER INCORPORATED  
(Registrant)

By: /s/ Arnold M. Nemirow  
-----  
Arnold M. Nemirow  
Chairman, President and  
Chief Executive Officer

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  |
|---|--|
| /s/ Arnold M. Nemirow<br>-----<br>Arnold M. Nemirow | Chairman of the Board, President and Chief Executive Officer (principal executive officer) |

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|   |  |              |
|---|--|--------------|
| /s/ David G. Maffucci<br>-----<br>David G. Maffucci | Senior Vice President and Chief Financial Officer<br>(principal financial officer) |              |
| /s/ Michael F. Nocito<br>-----<br>Michael F. Nocito | Vice President and Controller<br>(principal accounting officer)                    |              |
| *<br>-----<br>Francis J. Aguilar                    | Director   |              |
| *<br>-----<br>Richard Barth                         | Director   |              |
| *<br>-----<br>Cinda A. Hallman                      | Director   |              |
| *<br>-----<br>Charles J. Howard                     | Director   |              |
| *<br>-----<br>L. Jacques Menard                     | Director   | May 30, 2002 |
| *<br>-----<br>James L. Pate                         | Director   | May 30, 2002 |
| *<br>-----<br>John A. Rolls                         | Director   | May 30, 2002 |
| *<br>-----<br>Arthur R. Sawchuk                     | Director   | May 30, 2002 |
| *<br>-----<br>Togo D. West, Jr.                     | Director   | May 30, 2002 |

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\*Anthony H. Barash, by signing his name hereto, does sign this document on behalf of the persons indicated above pursuant to powers of attorney duly executed by such persons that are filed herewith as Exhibit 24.

By: /s/ Anthony H. Barash

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Anthony H. Barash,  
Attorney-in-Fact

The Plan. Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the Plan) have duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Greenville, state of South Carolina, on May 30, 2002.

BOWATER INCORPORATED SAVINGS PLAN  
(Plan)

By: /s/ Aaron Whitlock

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Aaron Whitlock,  
Plan Administrator