

THOMSON REUTERS CORP /CAN/

Form S-8

June 30, 2008

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As filed with the Securities and Exchange Commission on June 30, 2008

Registration No. 333- _____

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

| | | |
|------------------------------------|------------------------------------------------------------------------------------------------|----------------------------|
| Thomson Reuters Corporation | (Exact name of registrant as specified in its charter) | Thomson Reuters PLC |
| Ontario, Canada | (State or other jurisdiction of incorporation or organization) | England and Wales |
| 98-0176673 | (I.R.S. Employer Identification No. (if applicable)) | Not Applicable |
| | 3 Times Square New York, New York 10036 (Address of principal executive offices) | |

**Thomson Reuters Stock Incentive Plan
Thomson Reuters U.S. Employee Stock Purchase Plan
Thomson Reuters Global Employee Stock Purchase Plan
Thomson Reuters Deferred Compensation Plan**
(Full title of the plans)

Thomson Reuters Holdings Inc.
Attn: Deirdre Stanley, Executive Vice President and General Counsel
**3 Times Square
New York, New York 10036**
(Name and address of agent for service)
(646) 223-4000
(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

| | | | |
|--------------------------------------------------|--------------------------------------------|------------------------------------------------|----------------------------------------------------|
| Large accelerated filer <input type="checkbox"/> | Accelerated filer <input type="checkbox"/> | Non-accelerated filer <input type="checkbox"/> | Smaller reporting company <input type="checkbox"/> |
|--------------------------------------------------|--------------------------------------------|------------------------------------------------|----------------------------------------------------|

(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Proposed Proposed

| Title of securities to be registered | Amount to be registered(1) | maximum offering price per share | maximum aggregate offering price | Amount of registration fee |
|--------------------------------------------------------------------------|-----------------------------------|-----------------------------------------|-----------------------------------------|-----------------------------------|
| Thomson Reuters Corporation common shares, no par value | 8,500,000 shares(2) | \$ 32.88(3) | \$279,480,000.00(3) | \$10,983.56 |
| Thomson Reuters PLC ordinary shares, nominal value 25 pence per share(4) | 8,500,000 shares(5) | \$ 27.60(6) | \$234,600,000.00(6) | \$ 9,219.78 |
| Total | 17,000,000 shares | | \$514,080,000.00(3)(6) | \$20,203.34(7) |

(1) This Registration Statement shall be deemed to cover an indeterminate number of additional shares which may be offered and issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.

(2) Represents 5,000,000 Thomson Reuters Corporation common shares issuable under the Thomson Reuters Stock Incentive Plan, 1,000,000 Thomson Reuters Corporation common shares issuable under the Thomson Reuters U.S. Employee Stock Purchase Plan, 2,000,000 Thomson Reuters Corporation common shares issuable under the Thomson Reuters Global Employee

Stock Purchase
Plan and 500,000
Thomson Reuters
Corporation
common shares
issuable under the
Thomson Reuters
Deferred
Compensation
Plan.

- (3) Estimated
pursuant to
Rule 457 under
the Securities Act
of 1933, as
amended (the
Securities Act),
solely for the
purpose of
computing the
registration fee,
based on the
average of the
high and low
prices of
Thomson Reuters
Corporation
common shares
as reported on the
New York Stock
Exchange on
June 24, 2008.
- (4) Under certain
circumstances,
ordinary shares
may be issued in
the form of
American
Depositary
Shares (ADSs)
evidenced by
American
Depositary
Receipts. ADSs
have been
registered
pursuant to a
separate
Registration

Statement on
Form F-6 (File
No. 333-150284)
filed by Thomson
Reuters PLC with
the U.S.
Securities and
Exchange
Commission (the
Commission) on
April 17, 2008.
Each ADS
represents six
Thomson Reuters
PLC ordinary
shares.

- (5) Represents
5,000,000
Thomson Reuters
PLC ordinary
shares issuable
under the
Thomson Reuters
Stock Incentive
Plan, 1,000,000
Thomson Reuters
PLC ordinary
shares issuable
under the
Thomson Reuters
U.S. Employee
Stock Purchase
Plan, 2,000,000
Thomson Reuters
PLC ordinary
shares issuable
under the
Thomson Reuters
Global Employee
Stock Purchase
Plan and 500,000
Thomson Reuters
PLC ordinary
shares issuable
under the
Thomson Reuters
Deferred
Compensation
Plan.

- (6) Estimated pursuant to Rule 457 under the Securities Act, solely for the purpose of computing the registration fee, based on the average of the high and low prices of the ordinary shares as reported on the London Stock Exchange on June 24, 2008. The average price for Thomson Reuters PLC ordinary shares was translated into U.S. dollars from British pounds sterling using the noon buying rate as published by the Federal Reserve Bank of New York of US\$1.97 = £1.00 on June 24, 2008.
- (7) Thomson Reuters Corporation previously paid \$235,400 in registration fees in connection with the \$2,000,000,000 of securities registered under its Registration Statement on Form F-9 (File No. 333-128045) initially filed on September 1, 2005. Of this

amount,
\$141,240 of the
registration fees
related to
\$1,200,000,000
unissued
securities under
such Registration
Statement, which
unsold securities
were deregistered
on November 9,
2007. Thomson
Reuters
Corporation
utilized \$92,100
of the \$141,240
amount to offset
the total
registration fee
due for its
Registration
Statement on
Form F-9 (File
No. 333-147287)
initially filed on
November 9,
2007.
Accordingly,
pursuant to Rule
457(p) under the
Securities Act,
\$49,140 is
available to offset
the total
registration fee of
\$20,203.34 due
for this
Registration
Statement and
\$28,936.66
remains available
for future
registration fees.
Accordingly, no
registration fee is
to be paid
herewith.

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EXPLANATORY NOTE

Thomson Reuters Corporation, Thomson Reuters PLC and their respective subsidiaries operate as a unified group under a dual listed company structure. This Registration Statement registers the issuance of Thomson Reuters Corporation common shares to employees of Thomson Reuters Corporation and its subsidiaries as well as to employees of Thomson Reuters PLC and its subsidiaries. This Registration Statement also registers the issuance of Thomson Reuters PLC ordinary shares to employees of Thomson Reuters PLC and its subsidiaries as well as to employees of Thomson Reuters Corporation and its subsidiaries. Shares of Thomson Reuters Corporation and Thomson Reuters PLC may also be issued under this Registration Statement as otherwise permitted by Form S-8.

This Registration Statement also constitutes Post-Effective Amendment No. 1 to Thomson Reuters Corporation's registration statements on Form S-8, File Numbers 333-12284, 333-126782 and 333-135721. Prior to April 17, 2008, Thomson Reuters Corporation was named The Thomson Corporation. On July 12, 2000, The Thomson Corporation filed a registration statement on Form S-8 (File No. 333-12284) with respect to the issuance of 20,000,000 common shares under its Stock Incentive Plan. On July 21, 2005, The Thomson Corporation filed a registration statement on Form S-8 (File No. 333-126782) with respect to the issuance of an additional 20,000,000 common shares under the Stock Incentive Plan as well as 6,000,000 common shares under its U.S. Employee Stock Purchase Plan and 2,000,000 common shares under its Global Employee Stock Purchase Plan. On July 12, 2006, The Thomson Corporation filed a registration statement on Form S-8 (File No. 333-135721) with respect to the issuance of 6,000,000 common shares under its Deferred Compensation Plan. The contents of the registration statements referenced in this paragraph are hereby incorporated in this Registration Statement by reference.

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**PART I
INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

ITEM 1. PLAN INFORMATION.*

ITEM 2. REGISTRANT INFORMATION AND EMPLOYEE PLAN ANNUAL INFORMATION.*

* The documents containing the information specified in Part I of this Registration Statement will be sent or given to participants in the Plans as specified under Rule 428(b)(1) under the Securities Act of 1933, as amended (the Securities Act). These documents are not required to be, and are not being, filed by Thomson Reuters with the Securities and Exchange Commission (the Commission) either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act. These documents, together with the documents incorporated by

reference herein
pursuant to
Item 3 of Part II
of this
Registration
Statement,
constitute a
prospectus that
meets the
requirements of
Section 10(a) of
the Securities
Act.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents, which Thomson Reuters previously filed with, or furnished to, the Commission pursuant to the Securities Exchange Act of 1934, as amended (the Exchange Act), are incorporated by reference herein and shall be deemed to be a part hereof:

Thomson Reuters Corporation s annual report on Form 40-F for the year ended December 31, 2007;

Thomson Reuters PLC s annual report on Form 20-F for the year ended December 31, 2007;

Management information circular of Thomson Reuters Corporation dated March 28, 2008 relating to the Thomson Reuters Corporation annual meeting of shareholders held on May 7, 2008, contained in Exhibit 99.1 of Thomson Reuters Corporation s report on Form 6-K dated April 4, 2008;

Management information circular of Thomson Reuters PLC dated April 19, 2008 related to the Thomson Reuters PLC meeting of shareholders held on May 7, 2008, contained in Exhibit 99.1 of Thomson Reuters PLC s report on Form 6-K dated April 21, 2008;

Management s discussion and analysis and unaudited comparative consolidated financial statements of Thomson Reuters Corporation for the three months ended March 31, 2008, contained in Exhibits 99.1 and 99.2, respectively, of Thomson Reuters Corporation s and Thomson Reuters PLC s reports on Form 6-K dated May 12, 2008;

Business acquisition report of Thomson Reuters Corporation contained in Exhibit 99.1 of Thomson Reuters Corporation s and Thomson Reuters PLC s reports on Form 6-K dated May 15, 2008;

The description of Thomson Reuters Corporation s common shares contained in its registration statement on Form 40-F filed on December 11, 1998, as updated by the description contained in the Thomson Reuters PLC annual report on Form 20-F for the year ended December 31, 2007, and any amendments or reports filed for the purpose of updating such description; and

The description of Thomson Reuters PLC s ordinary shares contained in its registration statement on Form F-3 filed on May 29, 2008, which incorporates by reference its annual report on Form 20-F for the year ended December 31, 2007, and any amendments or reports filed for the purpose of updating such description.

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In addition, all other documents filed by Thomson Reuters with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all securities offered herein have been sold or which de-registers all securities then remaining unsold, and any Form 6-K during such period or portions thereof that are identified in such form as being incorporated by reference into this Registration Statement, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents (such documents, and the documents enumerated above, being hereinafter referred to collectively as the Incorporated Documents).

Any statement contained in an Incorporated Document shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained therein or in any other subsequently filed Incorporated Document modifies or supersedes such statement. Any such statements so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

ITEM 4. DESCRIPTION OF SECURITIES.

Not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

The validity of the Thomson Reuters Corporation common shares being registered hereunder will be passed upon by Torys LLP and the validity of the Thomson Reuters PLC ordinary shares being registered hereunder will be passed upon by Allen & Overy LLP. As of the date of this Registration Statement, the partners and associates of Torys LLP and Allen & Overy LLP owned beneficially, directly or indirectly, less than 1% of Thomson Reuters outstanding securities.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

Thomson Reuters directors are indemnified by Thomson Reuters Corporation and Thomson Reuters PLC to the extent permitted by applicable laws and regulations.

Under the *Business Corporations Act* (Ontario), a corporation may indemnify a present or former director or officer or an individual who acts or acted at the corporation's request as a director or officer or in a similar capacity of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the director in respect of any civil, criminal, administrative, investigative or other proceeding in which the director is involved because of that association with the corporation or other entity, provided that the individual acted honestly and in good faith with a view to the best interests of the corporation or, as the case may be, to the best interests of the other entity for which the individual acted at the corporation's request, and, in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, such individual had reasonable grounds for believing that his or her conduct was lawful.

Under the Companies Act 1985 (UK), as amended (the UK Companies Act), a company may not directly or indirectly indemnify a director of a company in connection with any negligence, default, breach of duty or breach of trust by the director in relation to the company unless the indemnity constitutes a qualifying third party indemnity provision . An indemnity will be a qualifying third party indemnity provision for the purposes of the UK Companies Act, provided that it does not indemnify the director against any liability the director incurs:

to the company or to an associated company (an associated company is, in effect, a company in the same group; same group);

to pay a criminal fine or a regulatory penalty;

in defending criminal proceedings in which the director is convicted;

in defending civil proceedings brought by the company, or an associated company, in which judgment is given against the director; or

in an unsuccessful application for relief from liability under the UK Companies Act.

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Thomson Reuters maintains, at its expense, a directors and officers liability insurance policy that provides protection for its directors and officers against liability incurred by them in their capacities as such. This policy provides for a limit of at least \$100 million for each claim and \$100 million in the aggregate and that there is no deductible for this coverage. The insurance applies in certain circumstances where Thomson Reuters may not indemnify its directors and officers for their acts or omissions. Premiums paid by Thomson Reuters relating to directors and officers liability insurance are between \$2 million and \$3.5 million per annum.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

ITEM 8. EXHIBITS.

| Exhibit No. | Description |
|--------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 4.1 | Thomson Reuters Stock Incentive Plan |
| 4.2 | Thomson Reuters U.S. Employee Stock Purchase Plan |
| 4.3 | Thomson Reuters Global Employee Stock Purchase Plan |
| 4.4 | Thomson Reuters Deferred Compensation Plan |
| 4.5 | Thomson Reuters Corporation Restated Articles of Incorporation (incorporated herein by reference to Exhibit 99.1 of Thomson Reuters Corporation's Form 6-K dated April 17, 2008) |
| 4.6 | Thomson Reuters Corporation Restated By-laws (incorporated herein by reference to Exhibit 99.2 of Thomson Reuters Corporation's Form 6-K dated April 17, 2008) |
| 4.7 | Thomson Reuters PLC Memorandum of Association (incorporated herein by reference to Exhibit 3.1 of Thomson Reuters PLC's Form 20-F dated April 17, 2008) |
| 4.8 | Thomson Reuters PLC Articles of Association (incorporated herein by reference to Exhibit 3.2 of Thomson Reuters PLC's Form 20-F dated April 17, 2008) |
| 4.9 | Deposit Agreement, dated April 17, 2008 among Thomson Reuters PLC, Deutsche Bank Trust Company Americas, as depositary, and all holders from time to time of American Depositary Receipts issued thereunder (incorporated herein by reference to Exhibit 99(a) to Thomson Reuters PLC's Registration Statement on Form F-6 dated April 17, 2008) |
| 5.1 | Opinion of Torys LLP |
| 5.2 | Opinion of Allen & Overy LLP |
| 23.1 | Consent of PricewaterhouseCoopers LLP, Toronto |
| 23.2 | Consent of PricewaterhouseCoopers LLP, London |
| 23.3 | Consent of Torys LLP (included in Exhibit 5.1) |
| 23.4 | Consent of Allen & Overy LLP (included in Exhibit 5.2) |

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| Exhibit No. | Description |
|--------------------|--------------------------------------------------------------------------------------------------------------------|
| 24.1 | Power of Attorney for Thomson Reuters Corporation (included on the signature pages to this Registration Statement) |
| 24.2 | Power of Attorney for Thomson Reuters PLC (included on the signature pages to this Registration Statement) |

ITEM 9. UNDERTAKINGS.

(a) Each undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective Registration Statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

provided, however, that:

(A) paragraphs (a)(1)(i) and (a)(1)(ii) above do not apply if the Registration Statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement; and

(B) paragraphs (a)(1)(i), (a)(1)(ii) and (a)(1)(iii) above do not apply if the Registration Statement is on Form S-3 or Form F-3 and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof;

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(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering; and

(4) That, for the purpose of determining liability of the registrant under the Securities Act to any purchaser in the initial distribution of the securities: Each undersigned registrant undertakes that in a primary offering of securities of such undersigned registrant pursuant to this Registration Statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, such undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

- (i) Any preliminary prospectus or prospectus of such undersigned registrant relating to the offering required to be filed pursuant to Rule 424;
- (ii) Any free writing prospectus relating to the offering prepared by or on behalf of such undersigned registrant or used or referred to by such undersigned registrant;
- (iii) The portion of any other free writing prospectus relating to the offering containing material information about such undersigned registrant or its securities provided by or on behalf of such undersigned registrant; and
- (iv) Any other communication that is an offer in the offering made by such undersigned registrant to the purchaser.

(b) Each undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, each registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by such registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, such registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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SIGNATURES

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 New York, State of New York on this 30th day of June 2008.

THOMSON REUTERS CORPORATION

By: /s/ Deirdre Stanley
Name:
Deirdre Stanley
Title: Executive Vice President and General
Counsel

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Thomas H. Glocer, Robert D. Daleo and Deirdre Stanley, or any of them, as his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and 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 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, as fully to all intents and purposes as he or she 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 or her 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 by the following persons in the capacities indicated and on this 30th day of June 2008.

| Signature | Title |
|------------------------------------------------|-----------------------------------------------------------------------------------------------|
| /s/ Thomas H. Glocer Thomas H. Glocer | Chief Executive Officer and Director (principal executive officer) |
| /s/ Robert D. Daleo Robert D. Daleo | Executive Vice President and Chief Financial Officer (principal financial officer) |
| /s/ Linda J. Walker Linda J. Walker | Senior Vice President, Controller and Chief Accounting Officer (principal accounting officer) |
| David Thomson | Chairman of the Board of Directors |
| /s/ W. Geoffrey Beattie W. Geoffrey Beattie | Deputy Chairman of the Board of Directors |
| /s/ Niall FitzGerald | Deputy Chairman of the Board of Directors |

Niall FitzGerald

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| Signature | Title |
|----------------------------------------------|--------------|
| /s/ Mary Cirillo Mary Cirillo | Director |
| /s/ Steven A. Denning Steven A. Denning | Director |
| /s/ Lawton Fitt Lawton Fitt | Director |
| /s/ Roger L. Martin Roger L. Martin | Director |
| /s/ Sir Deryck Maughan Sir Deryck Maughan | Director |
| /s/ Kenneth Olisa Kenneth Olisa | Director |
| /s/ Richard L. Olver Richard L. Olver | Director |
| /s/ Vance K. Opperman Vance K. Opperman | Director |
| John M. Thompson | Director |
| /s/ Peter J. Thomson Peter J. Thomson | Director |
| /s/ John A. Tory John A. Tory | Director |

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AUTHORIZED REPRESENTATIVE

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement on Form S-8 has been signed below by the undersigned, Thomson Reuters Corporation's duly authorized representative in the United States, on this 30th day of June 2008.

THOMSON REUTERS HOLDINGS INC.

By: /s/ Marc E. Gold
Name:
Marc E. Gold
Title: Assistant Secretary

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SIGNATURES

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 New York, State of New York, on this 30th day of June 2008.

THOMSON REUTERS PLC

By: /s/ Deirdre Stanley
Name:
Deirdre Stanley
Title: Executive Vice President and General
Counsel

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints Thomas H. Glocer, Robert D. Daleo and Deirdre Stanley, or any of them, as his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and 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 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, as fully to all intents and purposes as he or she 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 or her 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 by the following persons in the capacities indicated and on this 30th day of June 2008.

| Signature | Title |
|------------------------------------------------|-----------------------------------------------------------------------------------------------|
| /s/ Thomas H. Glocer Thomas H. Glocer | Chief Executive Officer and Director (principal executive officer) |
| /s/ Robert D. Daleo Robert D. Daleo | Executive Vice President and Chief Financial Officer (principal financial officer) |
| /s/ Linda J. Walker Linda J. Walker | Senior Vice President, Controller and Chief Accounting Officer (principal accounting officer) |
| /s/ David Thomson David Thomson | Chairman of the Board of Directors |
| /s/ W. Geoffrey Beattie W. Geoffrey Beattie | Deputy Chairman of the Board of Directors |
| /s/ Niall FitzGerald Niall FitzGerald | Deputy Chairman of the Board of Directors |

Niall FitzGerald

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| Signature | Title |
|----------------------------------------------|--------------|
| /s/ Mary Cirillo Mary Cirillo | Director |
| /s/ Steven A. Denning Steven A. Denning | Director |
| /s/ Lawton Fitt Lawton Fitt | Director |
| /s/ Roger L. Martin Roger L. Martin | Director |
| /s/ Sir Deryck Maughan Sir Deryck Maughan | Director |
| /s/ Kenneth Olisa Kenneth Olisa | Director |
| /s/ Richard L. Olver Richard L. Olver | Director |
| /s/ Vance K. Opperman Vance K. Opperman | Director |
| John M. Thompson | Director |
| /s/ Peter J. Thomson Peter J. Thomson | Director |
| /s/ John A. Tory John A. Tory | Director |

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AUTHORIZED REPRESENTATIVE

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement on Form S-8 has been signed below by the undersigned, Thomson Reuters PLC's duly authorized representative in the United States, on this 30th day of June 2008.

THOMSON REUTERS HOLDINGS INC.

By: /s/ Marc E. Gold
Name:
Marc E. Gold
Title: Assistant Secretary

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| Exhibit No. | Description |
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| 4.1 | Thomson Reuters Stock Incentive Plan |
| 4.2 | Thomson Reuters U.S. Employee Stock Purchase Plan |
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| 4.4 | Thomson Reuters Deferred Compensation Plan |
| 4.5 | Thomson Reuters Corporation Restated Articles of Incorporation (incorporated herein by reference to Exhibit 99.1 of Thomson Reuters Corporation's Form 6-K dated April 17, 2008) |
| 4.6 | Thomson Reuters Corporation Restated By-laws (incorporated herein by reference to Exhibit 99.2 of Thomson Reuters Corporation's Form 6-K dated April 17, 2008) |
| 4.7 | Thomson Reuters PLC Memorandum of Association (incorporated herein by reference to Exhibit 3.1 of Thomson Reuters PLC's Form 20-F dated April 17, 2008) |
| 4.8 | Thomson Reuters PLC Articles of Association (incorporated herein by reference to Exhibit 3.2 of Thomson Reuters PLC's Form 20-F dated April 17, 2008) |
| 4.9 | Deposit Agreement, dated April 17, 2008 among Thomson Reuters PLC, Deutsche Bank Trust Company Americas, as depository, and all holders from time to time of American Depositary Receipts issued thereunder (incorporated herein by reference to Exhibit 99(a) to Thomson Reuters PLC's Registration Statement on Form F-6 dated April 17, 2008) |
| 5.1 | Opinion of Torys LLP |
| 5.2 | Opinion of Allen & Overy LLP |
| 23.1 | Consent of PricewaterhouseCoopers LLP, Toronto |
| 23.2 | Consent of PricewaterhouseCoopers LLP, London |
| 23.2 | Consent of Torys LLP (included in Exhibit 5.1) |
| 23.3 | Consent of Allen & Overy LLP (included in Exhibit 5.2) |
| 24.1 | Power of Attorney for Thomson Reuters Corporation (included on the signature pages to this Registration Statement) |
| 24.2 | Power of Attorney for Thomson Reuters PLC (included on the signature pages to this Registration Statement) |