

COTTON STATES LIFE INSURANCE CO /

Form S-8 POS

November 24, 2003

As filed with the Securities and Exchange Commission on November 24, 2003

Registration No. 033-30696

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO  
FORM S-8  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

**COTTON STATES LIFE INSURANCE COMPANY**

(Exact name of issuer as specified in its charter)

**Georgia**  
(State or other jurisdiction of  
incorporation or organization)

**58-0830929**  
(I.R.S. Employer  
Identification No.)

**244 Perimeter Center Parkway, N.E.**  
**Atlanta, Georgia**  
(Address of principal executive offices)

**30346**  
(Zip Code)

**COTTON STATES LIFE INSURANCE COMPANY**  
**1983 INCENTIVE STOCK OPTION PLAN**  
(Full title of the plan)

**Wendy Chamblee**  
**Vice President and Corporate Secretary**  
**Cotton States Life Insurance Company**  
**244 Perimeter Center Parkway, N.E.**  
**Atlanta, Georgia 30346**  
**(770) 391-8600**  
(Name, address and telephone number, including area code, of agent for service)

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**CALCULATION OF REGISTRATION FEE**

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<b>Title of each class of securities to be registered(1)</b>	<b>Amount to be registered(1)</b>	<b>Proposed maximum offering price per share(1)</b>	<b>Proposed maximum aggregate offering price(1)</b>	<b>Amount of registration fee(1)</b>
N/A	N/A	N/A	N/A	N/A

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(1) This Post-Effective Amendment No. 1 deregisters certain shares to be offered under the Cotton States Life Insurance Company 1983 Incentive Stock Option Plan (the Plan ).

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**Post-Effective Amendment No. 1**

Cotton States Life Insurance Company (the Company ) is filing this post-effective amendment to deregister certain shares under the Plan which were registered on this Registration Statement on Form S-8 (No. 033-30696), filed with the Securities and Exchange Commission on August 24, 1989. A total of 335,929 shares to which this Registration Statement relates (the Plan Shares ) have not yet been sold pursuant to the Plan. At the annual meeting of the shareholders of the Company held on April 28, 2003, a majority of the shareholders of the Company voted for a proposal to transfer 250,000 of the Plan Shares (the Transferred Shares ) to the Cotton States Life Insurance Company 1995 Performance Share Awards Plan (the PAR Plan ). As a result of such transfer pursuant to this Post-Effective Amendment No. 1, the Plan will have 85,929 of the Plan Shares available for issuance.

The Company and the PAR Plan desire to have the Transferred Shares registered under a new Registration Statement on Form S-8 (the New S-8 ), which shall (i) be filed contemporaneously with the filing of this post-effective amendment and (ii) register the offer and sale of the Transferred Shares under the PAR Plan. Accordingly, (i) the Company and the PAR Plan are registering the offer and sale of the Transferred Shares by means of the New S-8 pursuant to Instruction E to Form S-8, (ii) the registration fee previously paid by the Company allocable to the Transferred Shares will be carried over to the New S-8 and (iii) the Transferred Shares are hereby deregistered from this Registration Statement.

**Item 8. Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
23.1	Consent of Ernst & Young LLP.
23.2	Consent of KPMG LLP.
24	Powers of Attorney (contained on the signature page hereof).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended (the 1933 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 amendment to this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Atlanta, Georgia, on this 24th day of November, 2003.

**Cotton States Life Insurance Company**

By: /s/ J. Ridley Howard

\_\_\_\_\_  
 J. Ridley Howard  
 Chairman of the Board of Directors, President  
 and Chief Executive Officer

By: /s/ William J. Barlow

\_\_\_\_\_  
 William J. Barlow  
 Vice President of Finance and Assistant Treasurer  
 (Principal Financial and Accounting Officer)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints J. Ridley Howard and Harry Scott, jointly and severally, such person's attorneys-in-fact, each with the power of substitution, for such person in any and all capacities to sign any amendments to this Registration Statement on Form S-8, and to file the same, with exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact, or his substitute or substitutes, may do or cause to be done by virtue hereof.

Pursuant to the requirements of the 1933 Act, this amendment to this Registration Statement has been signed by the following persons in the capacities indicated below on this 24th day of November, 2003.

Signature	Title
_____	_____
/s/ Carol D. Cherry	Director
_____	
Carol D. Cherry	
/s/ Gaylord O. Coan	Director
_____	
Gaylord O. Coan	
/s/ Thomas A. Harris	Director
_____	
Thomas A. Harris	
/s/ J. Ridley Howard	Director
_____	

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J. Ridley Howard

*/s/ Robert C. McMahan*

Director

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Robert C. McMahan

*/s/ Darrell D. Pittard*

Director

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Darrell D. Pittard

*/s/ Mathews D. Swift*

Director

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Mathews D. Swift

*/s/ E. Jenner Wood, III*

Director

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E. Jenner Wood, III

**Exhibit Index**

**Exhibit  
Number**

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| 3.1  | Amended and Restated Articles of Incorporation of the Company (incorporated by reference to Exhibit 3 to the Company's Annual Report on Form 10-K for the year ended December 31, 1994, File No. 95074277) |
| 3.2  | Bylaws, as amended, of the Company (incorporated by reference to Exhibit 3 to the Company's Annual Report on Form 10-K for the year ended December 31, 1994, File No. 95074277)                            |
| 23.1 | Consent of Ernst & Young LLP   |
| 23.2 | Consent of KPMG LLP  |
| 24   | Power of Attorney (included in the signature page of this Registration Statement)  |