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FMC CORP  
Form POS EX  
June 10, 2002

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON JUNE 10, 2002.  
REGISTRATION NO. 333-59543

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
Post-Effective Amendment No. 3  
filed pursuant to Rule 462(d) to  
FORM S-3  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

FMC CORPORATION  
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE  
(STATE OR OTHER JURISDICTION OF  
INCORPORATION OR ORGANIZATION)

94-0479804  
(I.R.S. EMPLOYER  
IDENTIFICATION NUMBER)

1735 MARKET STREET  
PHILADELPHIA, PENNSYLVANIA 19103  
(215) 299-6000  
(ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING AREA CODE, OF  
REGISTRANT'S PRINCIPAL EXECUTIVE OFFICES)

ANDREA E. UTECHT, ESQ.  
VICE PRESIDENT, GENERAL COUNSEL AND SECRETARY  
FMC CORPORATION  
1735 MARKET STREET  
PHILADELPHIA, PENNSYLVANIA 19103  
(215) 299-6000  
(NAME, ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING AREA CODE,  
OF AGENT FOR SERVICE)

A COPY TO:

PETER S. SARTORIUS, ESQ.  
MORGAN, LEWIS & BOCKIUS LLP  
1701 MARKET STREET  
PHILADELPHIA, PENNSYLVANIA 19103  
(215) 963-5000

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: From time to time as the Registrant shall determine.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. []

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. []

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list

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the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. [ ]

EXPLANATORY NOTE

This Post-Effective Amendment No. 3 to the Registration Statement on Form S-3 (File No. 333-59543) of FMC Corporation is filed pursuant to Rule 462(d) solely to add certain exhibits not previously filed with respect to the Registration Statement.

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PART II -- INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits

Exhibit No.	Description
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1.4	Form of Underwriting Agreement relating to Common Stock
5.2	Opinion of Morgan, Lewis & Bockius LLP
15.2	Letter of KPMG LLP regarding Unaudited Interim Financial Information
23.1.1	Consent of KPMG LLP
23.3	Consent of Morgan, Lewis & Bockius LLP (included in its opinion filed as Exhibit 5.2)

All of the foregoing exhibits are filed herewith.

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SIGNATURES

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, FMC CORPORATION CERTIFIES THAT IT HAS REASONABLE GROUNDS TO BELIEVE THAT IT MEETS ALL OF THE REQUIREMENTS FOR FILING ON FORM S-3 AND HAS DULY CAUSED THIS POST-EFFECTIVE AMENDMENT TO THE REGISTRATION STATEMENT TO BE SIGNED ON ITS BEHALF BY THE UNDERSIGNED, THEREUNTO DULY AUTHORIZED, IN THE CITY OF PHILADELPHIA, COMMONWEALTH OF PENNSYLVANIA, ON JUNE 6, 2002.

FMC Corporation

By: /s/ W. Kim Foster
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Name: W. Kim Foster
Title: Senior Vice President and Chief Financial Officer

EACH PERSON WHOSE SIGNATURE APPEARS BELOW HEREBY CONSTITUTES AND APPOINTS

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WILLIAM G. WALTER, W. KIM FOSTER AND THOMAS C. DEAS, JR., AND EACH OR ANY OF THEM, AS HIS OR HER TRUE AND LAWFUL ATTORNEY-IN-FACT AND AGENT, WITH FULL POWER OF SUBSTITUTION, FOR HIM OR HER AND IN HIS OR HER NAME, PLACE AND STEAD, IN ANY AND ALL CAPACITIES, TO SIGN ANY OR ALL AMENDMENTS OR POST-EFFECTIVE AMENDMENTS TO THIS REGISTRATION STATEMENT, AND INCLUDING ANY REGISTRATION STATEMENT FOR THE SAME OFFERING THAT IS TO BE EFFECTIVE UPON FILING PURSUANT TO RULE 462(b) UNDER THE SECURITIES ACT, 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, AS FULLY TO ALL INTENTS AND PURPOSES AS HE OR SHE MIGHT OR COULD DO IN PERSON, HEREBY RATIFYING AND CONFIRMING ALL THAT EACH SUCH ATTORNEY-IN-FACT AND AGENT, OR HIS SUBSTITUTE MAY LAWFULLY DO OR CAUSE TO BE DONE BY VIRTUE THEREOF.

PURSUANT TO THE REQUIREMENTS OF THE SECURITIES ACT OF 1933, THIS AMENDMENT TO THE REGISTRATION STATEMENT HAS BEEN SIGNED BY THE FOLLOWING PERSONS IN THE CAPACITIES INDICATED ON THE DATES INDICATED:

SIGNATURE -----	TITLE -----
/s/ William G. Walter ----- William G. Walter	Chairman and Chief Executive Officer and Director (Principal Executive Officer)
/s/ W. Kim Foster ----- W. Kim Foster	Senior Vice President and Chief Financial Officer (Principal Financial Officer)
/s/ Graham R. Wood ----- Graham R. Wood	Vice President and Contoller (Principal Accounting Officer)
/s/ B.A. Bridgewater, Jr. ----- B.A. Bridgewater, Jr.	Director
/s/ Patricia A. Buffler ----- Patricia A. Buffler	Director
/s/ Albert J. Costello ----- Albert J. Costello	Director

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/s/ Enrique Sosa

Director

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Enrique Sosa

/s/ Edward J. Mooney

Director

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Edward J. Mooney

/s/ William F. Reilly

Director

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William F. Reilly

/s/ James R. Thompson

Director

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James R. Thompson