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AIRGAS INC
Form S-8
December 17, 2001

As filed with the Securities and Exchange Commission on December 17, 2001
Registration No.333-_____

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

FORM S-8

REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933

AIRGAS, INC.

(Exact name of registrant as specified in its charter)

Delaware

56-0732648

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer Identification Number)

259 North Radnor-Chester Road, Suite 100
Radnor, Pennsylvania

19087-5283

(Address of Principal Executive Offices)

(Zip Code)

AIRGAS, INC. 401(K) PLAN

(Full Title of the Plan)

TODD R. CRAUN, ESQUIRE

AIRGAS, INC.

Radnor Court

259 North Radnor-Chester Road, Suite 100
Radnor, Pennsylvania 19087-5283

(Name and address of agent for service)

(610) 687-5253

(Telephone number, including area code, of agent for service)

Copies to:

NANCY D. WEISBERG, ESQUIRE

McCAUSLAND, KEEN & BUCKMAN

Radnor Court

259 North Radnor-Chester Road, Suite 160
Radnor, Pennsylvania 19087 (610) 341-1000

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CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Unit (2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee
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Common Stock,
par value \$0.01
per share 2,000,000 \$15.255 \$30,510,000 \$7,292

- (1) Pursuant to Rule 416 under the Securities Act of 1933, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan described herein, plus such additional shares as may be issued by reason of stock splits, stock dividends or similar transactions.
- (2) Estimated solely for the purpose of calculating the registration fee under Section 457(h) based upon the average of the low and high prices of Registrant's Common Stock on December 12, 2001 on the New York Stock Exchange.

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PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents are incorporated by reference in this registration statement:

(a) The Company's annual report on Form 10-K for the fiscal year ended March 31, 2001, filed pursuant to Section 13(a) of the Securities Exchange Act of 1934 (the "1934 Act");

(b) The Airgas, Inc. 401(k) Plan's annual report on Form 11-K for the year ended December 31, 2000;

(c) The Company's quarterly report on Form 10-Q for the quarters ended June 30, 2001 and September 30, 2001;

(d) The Company's current reports on Form 8-K dated May 11, 2001, July 13, 2001, July 17, 2001, July 25, 2001 and October 26, 2001;

(e) All other reports filed pursuant to Section 13(a) or 15(d) of the 1934 Act since the end of the Company's fiscal year ended March 31, 2001; and

(f) The description of the Company's Common Stock contained in Item 1 of the Company's registration statement on Form 8-A filed under the 1934 Act on December 19, 1986.

In addition, all documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the 1934 Act, after the date hereof, prior to the filing of a post-effective amendment which indicates that all securities offered herein have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this

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registration statement and to be part hereof from the date of filing such documents.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

As of December 14, 2001, certain attorneys with McCausland, Keen & Buckman, counsel for the Registrant, beneficially owned 34,600 shares of the Registrant's Common Stock.

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Item 6. Indemnification of Directors and Officers.

The Delaware General Corporation Law permits the indemnification by a Delaware corporation of its directors, officers, employees, and other agents against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement in connection with specified actions, suits or proceedings, whether civil, criminal, administrative, or investigative (other than derivative actions which are by or in the right of the corporation) if they acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe their conduct was illegal. A similar standard of care is applicable in the case of derivative actions, except the indemnification only extends to expenses (including attorneys' fees) incurred in connection with defense or settlement of such an action and requires court approval before there can be any indemnification where the person seeking indemnification has been found liable to the corporation.

The Company's certificate of incorporation provides that each person who was or is made a party to, or is involved in, any action, suit or proceeding by reason of the fact that he or she is or was a director or officer of the Company (or was serving at the request of the Company as a director, officer, employee or agent for another entity) while serving in such capacity will be indemnified and held harmless by the Company to the full extent authorized or permitted by Delaware law. The certificate also provides that the Company may purchase and maintain insurance and may also create a trust fund, grant a security interest and/or use other means (including establishing letters of credit, surety bonds and other similar arrangements) and may enter into contracts providing for indemnification, to ensure full payment of indemnifiable amounts.

Item 7. Exemption From Registration Claimed.

None.

Item 8. Exhibits.

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- 5 Opinion of McCausland, Keen & Buckman.
- 23.1 Consent of KPMG LLP (included in Part II of the Registration Statement).
- 23.2 Consent of McCausland, Keen & Buckman (included in Exhibit 5).
- 24 Power of Attorney (see signature page in Part II of the Registration Statement).

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Item 9. Undertakings.

The 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 of 1933;

(ii) to reflect in the prospectus any facts or events arising after the effective date of the 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 the 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 the registration statement or any material change to such information in the registration statement;

Provided, however, that paragraphs (1)(i) and (1)(ii) do not apply if the registration statement is on Form S-3, Form S-8 or Form F-3, and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, 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.

(4) If the registrant is a foreign private issuer, to file a post-effective amendment to the registration statement to include any financial statements required by Item 8.A. of Form 20-F at the start of any delayed offering or throughout a continuous offering. Financial statements and information otherwise required by Section 10(a)(3) of the Act need not be furnished,

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provided that the registrant includes in the prospectus, by means of a post-effective amendment, financial statements required pursuant to this paragraph (4) and other information necessary to ensure that all other information in the prospectus is at least as current as the date of those financial statements. Notwithstanding the foregoing, with respect to registration statements on Form F-3, a post-effective amendment need not be filed to include financial statements and information required by Section 10(a)(3) of the Act or Rule 3-19 of Regulation S-X if such financial statements and information are contained in periodic reports filed with or furnished to the Commission by the registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the Form F-3.

The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the 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.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the 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, the 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 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 Delaware County, Pennsylvania, on the 17th day of December, 2001.

AIRGAS, INC.
Registrant

By: /S/ PETER McCAUSLAND
Peter McCausland
Director, Chairman of the Board and
Chief Executive Officer

By: /S/ ROGER F. MILLAY
Roger F. Millay
Senior Vice President - Finance and
Chief Financial Officer
(Principal Financial Officer)

By: /S/ ROBERT M. McLAUGHLIN
Robert M. McLaughlin
Vice President and Controller
(Principal Accounting Officer)

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints Peter McCausland, Todd R. Craun and Roger F. Millay, and each or any of them, his true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his 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 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, his or her substitutes or substitute, 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 below by the following persons in the capacities and on the date indicated:

Signature	Title	Date
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/S/W. THACHER BROWN

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W. Thacher Brown	Director	December 17, 2001
/S/FRANK B. FOSTER, III Frank B. Foster, III	Director	December 17, 2001
/S/JAMES W. HOVEY James W. Hovey	Director	December 17, 2001
/S/JOHN A. H. SHOBER John A. H. Shober	Director	December 17, 2001
/S/PAULA A. SNEED Paula A. Sneed	Director	December 17, 2001
/S/DAVID M. STOUT David M. Stout	Director	December 17, 2001
/S/LEE M. THOMAS Lee M. Thomas	Director	December 17, 2001
/S/ROBERT L. YOHE Robert L. Yohe	Director	December 17, 2001