

RADIOSHACK CORP
Form S-8
December 23, 2002

As filed with the Securities and Exchange Commission on December 23, 2002.

Registration No. 333

SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549

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

RADIOSHACK CORPORATION

(Exact name of Registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

75-1047710
(I.R.S. Employer
Identification No.)

Fort Worth, Texas
100 Throckmorton Street, Suite 1800
(Address of Principal Executive Offices)

76102
(Zip Code)

**RADIOSHACK CORPORATION UNFUNDED DEFERRED
COMPENSATION PLAN FOR DIRECTORS**

(FORMERLY TANDY CORPORATION UNFUNDED DEFERRED COMPENSATION PLAN FOR DIRECTORS)
(Full Title of the Plan)

M. C. Hill, Senior Vice President, Corporate Secretary and General Counsel
RADIOSHACK CORPORATION
100 Throckmorton Street
Suite 1900
Fort Worth, Texas 76102
(Name and Address of Agent for Service)

817-415-3924
(Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

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Title of Securities to be Registered	Amount to be Registered ⁽¹⁾⁽²⁾⁽³⁾	Proposed Maximum Offering Price Per Share ⁽⁴⁾	Proposed Maximum Aggregate Offering Price ⁽⁴⁾	Amount of Registration Fee ⁽⁴⁾
Common Stock, \$1 par value Preferred Share Purchase Rights ⁽⁵⁾	600,000	\$19.74	\$11,844,000	\$1,089.65
Deferred Compensation Obligations ⁽⁶⁾⁽⁷⁾	\$ 3,000,000		100%	

- (1) In addition, pursuant to Rule 416(c) under the Securities Act of 1933 this Registration Statement also covers an indeterminate amount of plan interests to be offered or sold pursuant to the RadioShack Corporation Unfunded Deferred Compensation Plan for Directors.
- (2) If, prior to the completion of the distribution of the Common Stock covered by this Registration Statement, additional shares of common stock are issued or issuable as a result of a stock split or stock dividend, this Registration Statement shall be deemed to cover such additional shares resulting from the stock split or stock dividend pursuant to Rule 416.
- (3) The number of shares to be registered has been computed on the basis of the Issuer's estimate of the aggregate number of shares which will be needed under the RadioShack Corporation Unfunded Deferred Compensation Plan for Directors over the next 60 months.
- (4) Calculated based upon the average of the high and low sale prices as reported by the New York Stock Exchange and published in the Wall Street Journal as of a date within five (5) business days prior to the date of filing this Registration Statement in accordance with Rule 457(c).
- (5) Represents corresponding right to purchase shares of RadioShack Series A Junior Participating Preferred Stock, no par value, pursuant to an Amended and Restated Rights Agreement dated July 26, 1999 between RadioShack Corporation and Bank Boston, N.A. now known as EquiServe Trust Company, N.A. Registrant will issue one right to purchase one share of its series A Junior Participating Preferred Stock as a dividend on each share of its common stock being registered. The rights initially are attached to and trade with shares of the Registrant's common stock being registered. Value attributable to these rights, if any, is reflected in the market price of the Registrant's common stock.
- (6) The Deferred Director Fee Obligations are unsecured obligations of RadioShack Corporation to pay director fees and other amounts in the future in accordance with the terms of the RadioShack Corporation Unfunded Deferred Compensation Plan for Directors.
- (7) Represents registration of obligations concerning \$3,000,000 that may be deferred pursuant to the RadioShack Corporation Unfunded Deferred Compensation Plan for Directors.

This Registration Statement is being filed, in part, to notify the Securities and Exchange Commission (Commission) of the new name of the Registrant's plan which is covered by this Registration Statement. On July 22, 2000, the name of the Tandy Corporation Unfunded Deferred Compensation Plan for Directors was changed to the RadioShack Corporation Unfunded Deferred Compensation Plan for Directors.

This Registration Statement registers additional securities of the Registrant for the RadioShack Corporation Unfunded Deferred Compensation Plan for Directors, formerly the Tandy Corporation Unfunded Deferred Compensation Plan for Directors, of the same class (plan participations, obligations of the Registrant and shares of the Registrant's common stock and preferred share purchase rights) as have been previously registered on Form S-8 for the Tandy Corporation Unfunded Deferred Compensation Plan for Directors. Accordingly, pursuant to General Instruction E of Form S-8, the contents of the Registration Statement on Form S-8 (File No. 333-48331), filed with the Commission and effective on March 20, 1998 is hereby incorporated in its entirety by reference herein.

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The following documents, which the Registrant previously filed with the Commission under Section 13 or 15 of the Securities Exchange Act of 1934, as amended (the Exchange Act), are incorporated by reference into this prospectus:

Registrant's SEC Filings (File No. 1-5571)

1. Annual Report on Form 10-K (filed March 29, 2002) for the fiscal year ended December 31, 2001;
2. Proxy Statement for the Annual Meeting of Stockholders held May 16, 2002 (filed April 12, 2002);
3. Quarterly Report on Form 10-Q (filed May 13, 2002) for the fiscal quarter ended March 31, 2002;
4. Form 8-K filed July 16, 2002;
5. Quarterly Report on Form 10-Q (filed August 13, 2002) for the fiscal quarter ended June 30, 2002; and
6. Quarterly Report on Form 10-Q (filed November 13, 2002) for the fiscal quarter ended September 30, 2002.

In addition, the Registrant incorporates by reference the descriptions of its common stock and preferred stock purchase rights, which are contained in Registration Statement on Form 8-B, dated February 26, 1968, Registration Statement on Form 8-A, dated August 26, 1986, Amendment No. 1 on Form 8-A to Registration Statement on Form 8-A, dated July 11, 1988, Amendment No. 2 on Form 8-A to Registration Statement on Form 8-A, dated June 27, 1990 and Amendment No. 3 on Form 8-A to Registration Statement on Form 8-A, dated August 10, 1999 filed with the Commission, as updated in any amendment or report filed for such purpose.

Finally, the Registrant incorporates by reference in this prospectus all documents that it may file under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this Prospectus and before the filing of a post-effective amendment (which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold). Those documents are a part of this Prospectus from the date of their filing and later information the Registrant files with the Commission will automatically update and supersede this information.

Item 4. DESCRIPTION OF SECURITIES

The securities being registered include obligations (the Obligations) of the Registrant, under the Registrant's Unfunded Deferred Compensation Plan for Directors (the Plan), to pay to its directors retainer fees, meeting fees, as well as amounts due (the Retirement Amount) under a previously terminated director retirement plan, in the form of either cash or common stock that may be issued to participants in satisfaction of the Obligations.

Under the Plan, a director may elect to defer payment of all of his or her Retirement Amount and all or a portion of his or her directors fees, including cash or common stock and dividends attributable thereto. The Registrant will maintain a memorandum cash account reflecting the deferred cash fees, and two memorandum stock accounts respectively reflecting the Retirement Amount and fees payable in the form of common stock that have been deferred. Interest will accrue on the amounts in the cash account. The Registrant will credit directors with an amount equal to dividends attributable to the number of shares of

common stock credited to his or her stock accounts. It will either credit this amount to each such director's cash account, or pay this amount in cash to each such director. The Registrant will also credit to a director's stock account an additional number of shares of common stock equal to twenty five percent of the shares of Common Stock initially credited to the stock account if a director defers payment of these shares for three years or more from the date of the initial deferral.

Payment of deferred fees credited to a cash account will be made in cash. Payment of the deferred Retirement Amount and fees credited to the stock accounts will be made in common stock. The deferred fees and Retirement Amount will be paid to the director either (i) in a lump sum on the date specified by the director, (ii) in substantially equal annual installments, not to exceed ten, (iii) in a lump sum upon a Change in Control or threatened Change in Control (as defined in the Plan), or (iv) if no election is made, on 60 days following the date director ceases to serve as a director.

If a director dies before deferred amounts credited to his or her cash account or stock accounts have been distributed, the balance of any Retirement Amount, deferred fees, dividends and interest in the accounts will be paid promptly to the director's designated beneficiary in the manner designated by the director, or if no method is selected, within 60 days after the director's death. If a director does not designate any beneficiaries or the beneficiaries have predeceased the director, the balance in the accounts will be paid to the director's estate.

During the director's lifetime, the right to the Retirement Amount, deferred fees, dividends, cash and interest in the Plan accounts may not be transferred, assigned, hypothecated or pledged to any person. Any such attempt to transfer, assign, hypothecate or pledge the accounts will be void.

The right of a director to receive payment of deferred amounts under the provisions of the Plan shall be an unsecured claim against the general assets of the Registrant. The maintenance of individual director accounts is for bookkeeping purposes only. The Registrant is not obligated to acquire or set aside any particular assets for the discharge of its obligations, nor shall any director have any property rights in any particular assets held by the Registrant, whether or not held for the purpose of meeting the Registrant's obligations hereunder. The Obligations will not have the benefit of a negative pledge or any other affirmative or negative covenant on the part of the Registrant.

The Obligations are not subject to redemption, although they could be redeemed in the case of termination of the Plan. The Registrant reserves the right to modify the Plan from time to time or terminate the Plan entirely, but no modification or termination of the Plan will operate to annul a deferral election already in effect for the calendar year in which the modification occurs or any preceding calendar year.

Item 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

An opinion concerning the validity of the issuance of shares of common stock and the validity and binding nature of the Obligations has been passed upon for the Registrant by Mark C. Hill, Senior Vice President, Corporate Secretary and General Counsel of the Registrant. Mr. Hill beneficially owns or has rights to acquire under employee benefit plans, an aggregate of less than 1% of shares of Common Stock.

Item 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 145 of the Delaware General Corporation Law grants corporations the power to indemnify directors and officers in terms sufficiently broad to permit such indemnification under certain circumstances for liabilities (including reimbursement for expenses incurred) arising under the Securities Act of 1933, as amended (the Securities Act). Article XIV of the Registrant's Bylaws, as amended and restated, provides for indemnification of its directors, officers, employees and other agents to the maximum extent permitted by Section 145 of the Delaware General Corporation Law.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted for directors, officers and controlling persons of the Registrant pursuant to the Delaware General Corporation Law and the foregoing bylaw provision or otherwise, the 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 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 Securities Act and will be governed by the final adjudication of such issue.

The Registrant carries directors' and officers' liability insurance policies under which all of the directors and executive officers of Registrant are insured against loss imposed upon them with respect to their legal liability for breach of their duty to Registrant. Excluded from coverage under said policy are fines and penalties imposed by law upon such directors and officers or other matters which

may be deemed uninsurable such as material acts of active and deliberate dishonesty committed by the insureds with actual dishonest purpose and intent. In addition, the Registrant has entered into indemnification agreements with its directors and certain officers for indemnification to the fullest extent permitted by applicable law.

Item 7. EXEMPTION FROM REGISTRATION CLAIMED

None Applicable

Item 8. EXHIBITS

Exhibit No.

- 3.1 Certificate of Amendment of Restated Certificate of Incorporation dated May 18, 2000 (filed as Exhibit 3a to RadioShack's Form 10-Q filed August 11, 2000 for the fiscal quarter ended June 30, 2000).
- 3.2 Restated Certificate of Incorporation of RadioShack Corporation dated July 26, 1999 (filed as Exhibit 3a(i) to RadioShack's Form 10-Q filed August 11, 1999 for the fiscal quarter ended June 30, 1999).
- 3.3 RadioShack Corporation Bylaws, amended and restated as of May 16, 2002 (filed as Exhibit 3b to RadioShack's Form 10-Q filed August 13, 2002 for the fiscal quarter ended on June 30, 2002).
- 4 RadioShack Corporation Unfunded Deferred Compensation Plan for Directors
- 5 Legal opinion of Mark C. Hill, Esq., Counsel, including consent.
- 23.1 Consent of PricewaterhouseCoopers LLP, Independent Accountants.
- 23.2 Consent of Mark C. Hill, Esq., Counsel (included in Exhibit 5).

Item 9. UNDERTAKINGS

The undersigned Registrant hereby undertakes:

- (a)(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 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; and/or
 - (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 (a)(1) (i) and (a)(1) (ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the Registrant pursuant to section 13 or section 15(d) of the Exchange Act that are incorporated by reference in the 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.

(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) The 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 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.

(5) The undersigned Registrant hereby undertakes to deliver or cause to be delivered with the Prospectus, to each person to whom the Prospectus is sent or given, the latest annual report to security holders that is incorporated by reference in the Prospectus and furnished pursuant to and meeting the requirements of Rule 14a-3 or Rule 14c-3 under the Exchange Act; and, where interim financial information required to be presented by Article 3 of Regulation S-X is not set forth in the Prospectus, to deliver, or cause to be delivered to each person to whom the Prospectus is sent or given, the latest quarterly report that is specifically incorporated by reference in the Prospectus to provide such interim financial information.

(6) The undertaking regarding indemnification of directors and officers is included as part of Item 6, which is incorporated into Item 9 by reference.

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 the requirements for filing this Registration Statement on Form S-8 and has duly caused the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fort Worth, State of Texas, on the 23rd day of December, 2002.

RADIOSHACK CORPORATION

By: /s/ Leonard H. Roberts

Leonard H. Roberts
Chief Executive Officer and
Chairman

Pursuant to the requirements of the Securities Act of 1933 this Registration Statement on Form S-8 has been signed below by the following persons in the capacities indicated on the 23rd day of December, 2002.

<u>Signature</u>	<u>Title</u>
<u>/s/ Leonard H. Roberts</u> Leonard H. Roberts	Chairman of the Board, Director, and Chief Executive Officer
<u>/s/ Michael D. Newman</u> Michael D. Newman	Senior Vice President and Chief Financial Officer
<u>/s/ David P. Johnson</u> David P. Johnson	Senior Vice President and Controller
<u>/s/ Frank J. Belatti</u> Frank J. Belatti	Director
<u>/s/ Ronald E. Elmquist</u> Ronald E. Elmquist	Director
<u>/s/ Richard J. Hernandez</u> Richard J. Hernandez	Director
<u>/s/ Lawrence V. Jackson</u> Lawrence V. Jackson	Director

/s/ Robert J. Kamerschen Director

Robert J. Kamerschen

/s/ Lewis F. Kornfeld, Jr. Director

Lewis F. Kornfeld, Jr.

/s/ Jack L. Messman Director

Jack L. Messman

/s/ William G. Morton, Jr. Director

William G. Morton, Jr.

Director

Thomas G. Plaskett

/s/ Alfred J. Stein Director

Alfred J. Stein

/s/ William E. Tucker Director

William E. Tucker

Director

/s/ Edwina D. Woodbury

Edwina D. Woodbury

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