

Edgar Filing: SUN COMMUNITIES INC - Form S-8

SUN COMMUNITIES INC  
Form S-8  
January 08, 2002

As filed with the Securities and Exchange Commission on January 8, 2002  
Registration No. 333-  
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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
-----

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

SUN COMMUNITIES, INC.  
(Exact name of registrant as specified in its governing instrument)

MARYLAND 38-2730780  
(State or Other Jurisdiction of (I.R.S. Employer Identification No.)  
Incorporation or Organization)  
-----

31700 MIDDLEBELT ROAD, SUITE 145  
FARMINGTON HILLS, MICHIGAN 48334  
(Address of Principal Executive Offices)  
-----

SECOND AMENDED AND RESTATED 1993 STOCK OPTION PLAN  
(Full title of the plan)  
-----

GARY A. SHIFFMAN  
CHIEF EXECUTIVE OFFICER  
SUN COMMUNITIES, INC.  
31700 MIDDLEBELT ROAD, SUITE 145  
FARMINGTON HILLS, MICHIGAN 48334  
(248) 932-3100  
(Name, Address, and Telephone Number, Including Area Code,  
of Agent for Service)  
-----

Copy to:

JEFFREY M. WEISS, ESQ.  
JAFKE, RAITT, HEUER & WEISS, P.C.  
ONE WOODWARD AVENUE, SUITE 2400  
DETROIT, MICHIGAN 48226  
(313) 961-8380

CALCULATION OF REGISTRATION FEE  
=====

Proposed Maximum

Proposed

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| Title of Securities<br>to be Registered<br>----- | Amount to be<br>Registered (1)<br>----- | Offering Price Per<br>Share (2)<br>----- | Aggregat<br>Pri<br>--- |
|--------------------------------------------------|-----------------------------------------|------------------------------------------|------------------------|
| Common Stock, par value \$.01 per share          | 3,069                                   | \$37.87                                  | \$11                   |

- =====
- (1) 3,069 shares are being registered for issuance pursuant to the Sun Communities Inc Second Amended and Restated 1993 Stock Option Plan ("Option Plan") in addition to the 2,013,680 shares registered on July 8, 1999. This Registration Statement covers an indeterminate number of shares reserved for issuance pursuant to the Option Plan as a result of any future stock split, stock dividend or similar adjustment of the outstanding Common Stock.
  - (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457 of the Securities Act of 1933, based on the average of the high and low prices of the Common Stock, par value \$.01 per share, of Sun Communities, Inc., reported on the New York Stock Exchange on January 4, 2002.
  - (3) Represents the fair market value of the Common Stock on January 4, 2002.

## PART I

### INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

#### ITEM 1. PLAN INFORMATION

The contents of the previously filed Registration Statement for Sun Communities, Inc. dated July 8, 1999 (Registration No. 333-82479) is hereby incorporated by reference. This Registration Statement is being filed to register additional shares of Sun Communities, Inc. common stock.

#### ITEM 8. EXHIBITS

The following exhibits are filed herewith or incorporated by reference into this registration statement on Form S-8.

- |       |                                                                                                          |
|-------|----------------------------------------------------------------------------------------------------------|
| 4.1*  | Second Amended and Restated 1993 Stock Option Plan                                                       |
| 4.2** | Form of Stock Option Agreement between the Company and certain directors, officers and other individuals |
| 5.1   | Opinion of Jaffe, Raitt, Heuer & Weiss, P.C. as to legality of securities being registered               |
| 23.1  | Consent of Jaffe, Raitt, Heuer & Weiss, P.C. (included as part of Exhibit 5.1)                           |
| 23.2  | Consent of PricewaterhouseCoopers L.L.P., independent accountants                                        |
| 24.1  | Power of Attorney (included on the signature page of this Registration Statement)                        |

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 \* Incorporated by reference to Exhibit 4.1 of the Registrant's Registration Statement on Form S-8 (File No. 333-82479).

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\*\* Incorporated by reference to Exhibit 10.10 of the Registrant's Registration Statement on Form S-11 (File No. 33-69340).

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### SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all 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 Farmington Hills, State of Michigan, December 21, 2001.

SUN COMMUNITIES, INC.,  
a Maryland corporation

By: /s/ Jeffrey P. Jorissen

-----  
Jeffrey P. Jorissen, Senior Vice President,  
Chief Financial Officer, Secretary and Principal  
Accounting Officer

### POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below, hereby constitutes and appoints Gary A. Shiffman and Jeffrey P. Jorissen, or either of them, his attorneys-in-fact and agents, with full power of substitution and resubstitution for him in any and all capacities, to sign any or all amendments or post-effective amendments to this Registration Statement, and to file the same, with exhibits thereto and other documents in connection therewith or in connection with the registration of the Common Stock under the Securities Act of 1933, with the Securities and Exchange Commission, granting unto each of such attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary in connection with such matters as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that each of such attorneys-in-fact and agents or his substitute or substitutes may 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 and on the date indicated.

| NAME<br>----                                      | TITLE<br>-----                                                                                   |       |
|---------------------------------------------------|--------------------------------------------------------------------------------------------------|-------|
| /s/ Gary A. Shiffman<br>-----<br>Gary A. Shiffman | Chief Executive Officer, President, and<br>Chairman of the Board of Directors                    | Decem |
| /s/ Jeffrey P. Jorissen<br>-----                  | Senior Vice President, Chief Financial<br>Officer, Secretary and Principal<br>Accounting Officer | Decem |

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Jeffrey P. Jorissen

/s/ Paul D. Lapidès

Director

Decem

-----  
Paul D. Lapidès

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| NAME<br>----                                         | TITLE<br>----- |       |
|------------------------------------------------------|----------------|-------|
| /s/ Ted J. Simon<br>-----<br>Ted J. Simon            | Director       | Decem |
| /s/ Clunet R. Lewis<br>-----<br>Clunet R. Lewis      | Director       | Decem |
| /s/Ronald L. Piasecki<br>-----<br>Ronald L. Piasecki | Director       | Decem |
| /s/ Arthur A. Weiss<br>-----<br>Arthur A. Weiss      | Director       | Decem |

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## Exhibit Index

| Exhibit<br>Number<br>----- | Exhibit<br>Description<br>-----                                                            |
|----------------------------|--------------------------------------------------------------------------------------------|
| 5.1                        | Opinion of Jaffe, Raitt, Heuer & Weiss, P.C. as to legality of securities being registered |
| 23.2                       | Consent of PricewaterhouseCoopers L.L.P., independent accountants                          |