

Edgar Filing: ARVINMERITOR INC - Form S-8

ARVINMERITOR INC
Form S-8
August 13, 2003

Registration No. 333-_____

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM S-8
REGISTRATION STATEMENT
Under
THE SECURITIES ACT OF 1933

ARVINMERITOR, INC.
(Exact name of registrant as specified in its charter)

INDIANA 38-3354643
(State or other jurisdiction of (I.R.S. Employer Identification No.)
incorporation or organization)

2135 West Maple Road 48084-7186
Troy, Michigan (Zip Code)
(Address of principal executive offices)

ARVINMERITOR, INC. SAVINGS PLAN
(Full title of the plan)

Vernon G. Baker, II, Esq.
Senior Vice President and General Counsel
ArvinMeritor, Inc.
2135 West Maple Road
Troy, Michigan 48084-7186
(Name and address of agent for service)

(248) 435-1000
(Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

| TITLE OF SECURITIES TO BE REGISTERED | AMOUNT TO BE REGISTERED | PROPOSED MAXIMUM OFFERING PRICE PER SHARE (1) | PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (1) |
|---|-------------------------------|---|---|
| Common Stock, par value \$1 per share, and associated preferred share purchase rights(2) | 2,500,000 | \$18.05 | \$ 45,125,000 |

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- (1) Based on the average of the high and low prices reported on the consolidated reporting system of the New York Stock Exchange on August 8, 2003, pursuant to Rule 457(c) and 457(h) (1) under the Securities Act of 1933.
 - (2) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the ArvinMeritor, Inc. Savings Plan.
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INCORPORATION OF CONTENTS OF PRIOR REGISTRATION STATEMENT

This registration statement relates to registration of 2,500,000 additional shares of Common Stock, \$1 par value, of ArvinMeritor, Inc. (the "Company") in connection with the ArvinMeritor, Inc. Savings Plan ("Plan"), and related interests in the Plan. The contents of the Registration Statement on Form S-8 in Registration No. 333-53396 are hereby incorporated by reference, pursuant to General Instruction E to Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 5. Interests of Named Experts and Counsel

Vernon G. Baker, II, Esq., who has passed upon the legality of any newly issued Common Stock of the Company covered by this Registration Statement, is Senior Vice President and General Counsel of the Company.

Item 8. Exhibits

- | | |
|-------|---|
| 5 | Opinion of Vernon G. Baker, II, Esq., Senior Vice President and General Counsel of the Company, as to the legality of any newly-issued Common Stock of the Company covered by the Registration Statement. |
| 23(a) | Consent of Vernon G. Baker, II, Esq., Senior Vice President and General Counsel of the Company, is contained in his opinion filed as Exhibit 5 to this Registration Statement. |
| 23(b) | Consent of M. Lee Murrah, Esq., Chief Intellectual Property Counsel of the Company. |
| 23(c) | Consent of Deloitte & Touche LLP, independent auditors. |
| 24 | Power of Attorney authorizing certain persons to sign the Registration Statement. |

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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 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

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duly authorized, in the City of Troy, State of Michigan, on the 12th day of August, 2003.

ARVINMERITOR, INC.

By: /s/ Vernon G. Baker, II

Vernon G. Baker, II
Senior Vice President
and General Counsel

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed on the 12th day of August, 2003, by the following persons in the capacities indicated:

Signature

Title

Larry D. Yost*

Chairman of the Board and
Chief Executive Officer (principal
executive officer) and Director

Terrence E. O'Rourke*

President and Chief Operating
Officer and Director

Joseph B. Anderson, Jr., Rhonda L. Brooks,
Joseph P. Flannery, William D. George, Jr.,
Richard W. Hanselman, Charles H. Harff,
Victoria B. Jackson, James E. Marley,
James E. Perrella and Martin D. Walker*

Directors

S. Carl Soderstrom, Jr.*

Senior Vice President and
Chief Financial Officer
(principal financial and accounting
officer)

*By /s/ Bonnie Wilkinson

(Bonnie Wilkinson, attorney-in-fact)

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THE PLAN. Pursuant to the requirements of the Securities Act of 1933, the Plan has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Troy, State of Michigan, on the 12th day of August, 2003.

ArvinMeritor, Inc. Savings Plan

By: /s/ Richard D. Greb

Richard D. Greb, Plan Administrator

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EXHIBIT INDEX

| Exhibits | Exhibit Description |
|----------|---|
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