

Edgar Filing: ALAMOSA HOLDINGS INC - Form S-8 POS

ALAMOSA HOLDINGS INC
Form S-8 POS
August 30, 2002

As filed with the Securities and Exchange Commission on August 30, 2002
Registration No. 333-56430

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

Post-Effective Amendment No. 1
to
FORM S-8

REGISTRATION STATEMENT
Under the Securities Act of 1933

ALAMOSA HOLDINGS, INC.
(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

75-2890997
(I.R.S. Employer
Identification Number)

5225 S. Loop 289
Lubbock, TX
(Address of Principal Executive Offices)

79424
(Zip Code)

ALAMOSA HOLDINGS, INC. AMENDED AND RESTATED 1999 LONG TERM INCENTIVE PLAN
ALAMOSA HOLDINGS, INC. AMENDED AND RESTATED EMPLOYEE STOCK PURCHASE PLAN
(Full Title of the Plan)

David E. Sharbutt
Chief Executive Officer
Alamosa Holdings, Inc.
5225 S. Loop 289
Lubbock, TX 79424
(Name and Address of Agent for Service)

(806) 722-1100
(Telephone Number, Including Area Code, of Agent for Service)

Copy to:
Fred B. White, III, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP
Four Times Square
New York, New York 10036
(212) 735-3000

CALCULATION OF REGISTRATION FEE

| TITLE OF EACH CLASS OF SECURITY TO BE | AMOUNT TO BE REGISTERED | PROPOSED MAXIMUM OFFERING PRICE PER | PROPOSED MAXIMUM AGGREGATE OFFERING | |
|--|----------------------------|--|--|--|
|--|----------------------------|--|--|--|

Edgar Filing: ALAMOSA HOLDINGS INC - Form S-8 POS

| REGISTERED | | SHARE (3) | PRICE (3) |
|--|--------------------|-----------|-----------|
| Common stock, par value \$0.01 per share (4) | 800,000 shares (1) | \$0.48 | \$384,000 |
| Common stock, par value \$0.01 per share (4) | 200,000 shares (2) | \$0.48 | \$96,000 |
| Total | 1,000,000 shares | | \$480,000 |

- (1) 800,000 additional shares of common stock of Alamosa Holdings, Inc. (the "Company") are being registered pursuant to the Company's Amended and Restated 1999 Long Term Incentive Plan (the "LTIP"). This registration statement also covers such indeterminate amount of securities as may be offered or sold pursuant to the terms of the LTIP to prevent dilution, pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act").
- (2) 200,000 additional shares of common stock of the Company are being registered pursuant to the Company's Amended and Restated Employee Stock Purchase Plan (the "ESPP"). This registration statement also covers such indeterminate amount of securities as may be offered or sold pursuant to the terms of the ESPP to prevent dilution, pursuant to Rule 416(a) under the Securities Act.
- (3) Estimated solely for the purpose of determining the registration fee pursuant to Rule 457(c) and (h) under the Securities Act of 1933. The proposed maximum offering price per share is based upon the average of the high and low prices of the common stock on August 28, 2002, on the Composite Tape of The New York Stock Exchange.
- (4) Includes associated rights to purchase Series A Preferred Stock, par value \$.01 per share, of the Company.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

EXPLANATORY NOTE

Alamosa Holdings, Inc., a Delaware corporation (the "Registrant"), hereby files this Post-Effective Amendment No. 1 to its Registration Statement on Form S-8 (Registration No. 333-56430) filed with the Securities and Exchange Commission on March 2, 2001 (the "Registration Statement"), for the purpose of registering (i) an additional 800,000 shares of the Registrant's common stock, par value \$0.01 per share, issuable pursuant to the LTIP and (ii) an additional 200,000 shares of the Registrant's common stock, par value \$0.01 per share, issuable pursuant to the ESPP. Originally, 13,000,000 shares of the Registrant's common stock were authorized for issuance under the LTIP and 600,000 shares of the Registrant's common stock were authorized for issuance under the ESPP. Pursuant to Article 5 of the LTIP, as of December 31, 2001, the number of shares that may be delivered pursuant to awards granted under the LTIP was increased by 800,000. Pursuant to Article 11 of the ESPP, as of January 1, 2002, the number of shares that may be delivered pursuant to awards granted under the ESPP was increased by 200,000. Pursuant to general instruction E to Form S-8, the Registrant incorporates by reference herein the contents of the Registration Statement.

Edgar Filing: ALAMOSA HOLDINGS INC - Form S-8 POS

ITEM 8. EXHIBITS

| EXHIBIT NUMBER | DESCRIPTION |
|----------------|--|
| 4.5 | Amended and Restated Alamosa Holdings, Inc. Employee Stock Purchase Plan, filed as Exhibit 10.61 to the Quarterly Report on Form 10-Q for the period ended June 30, 2002, dated August 14, 2002 of the Company, which exhibit is incorporated herein by reference. |
| 5.1 | Opinion of Skadden, Arps, Slate, Meagher & Flom LLP. |
| 23.1 | Consent of PricewaterhouseCoopers LLP. |
| 23.2 | Consent of Skadden, Arps, Slate, Meagher & Flom LLP (included in Exhibit 5.1 opinion). |
| 24.1 | Power of Attorney, previously filed as Exhibit 24.1 to the Registration Statement on Form S-8, dated March 2, 2001 (Registration No. 333-56430) of the Company, which exhibit is incorporated herein by reference. |

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 Lubbock, State of Texas, on August 30, 2002.

ALAMOSA HOLDINGS, INC.

By: /s/ David E. Sharbutt

Name: David E. Sharbutt
Title: Chairman of the Board of Directors
and Chief Executive Officer

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities indicated on August 30, 2002.

| SIGNATURE | TITLE |
|---|--|
| /s/ David E. Sharbutt ----- David E. Sharbutt | Director, Chairman of the Board of Directors and Chief Executive Officer (Principal Executive Officer) |
| August 30, 2002* | Chief Financial Officer |

Edgar Filing: ALAMOSA HOLDINGS INC - Form S-8 POS

| | |
|---------------------------|---|
| ----- Kendall W. Cowan | (Principal Financial Officer and Accounting Officer) |
| August 30, 2002* ----- | Director |
| Ray M. Clapp, Jr. | |
| August 30, 2002* ----- | Director |
| Scotty Hart | |
| August 30, 2002* ----- | Director |
| Thomas Hyde | |
| August 30, 2002* ----- | Director |
| Schuyler B. Marshall | |
| August 30, 2002* ----- | Director |
| Tom M. Phelps | |
| August 30, 2002* ----- | Director |
| Michael V. Roberts | |
| August 30, 2002* ----- | Director |
| Steven C. Roberts | |
| August 30, 2002* ----- | Director |
| Jimmy R. White | |

* By: /s/ David E. Sharbutt

David E. Sharbutt, as
Attorney-in-Fact for each
of the persons indicated