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MONRO MUFFLER BRAKE INC  
Form S-8  
June 26, 2001

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As filed with the Securities and Exchange Commission  
on June 26, 2001

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

MONRO MUFFLER BRAKE, INC.

(Exact name of registrant as specified in its charter)

New York

16-0838627

(State or other jurisdiction of  
incorporation or organization)

(I.R.S. Employer  
Identification No.)

200 Holleder Parkway, Rochester, New York 14615

(Address of Principal Executive Offices) (Zip Code)

MONRO MUFFLER BRAKE, INC. PROFIT SHARING PLAN

(Full Title of the Plan)

Robert G. Gross  
President and Chief Executive Officer  
MONRO MUFFLER BRAKE, INC.  
200 Holleder Parkway  
Rochester, New York 14615  
(716) 647-6400

(Name, Address and Telephone Number of Agent for Service)

Copy to:  
Marc Weingarten, Esq.  
Schulte Roth & Zabel LLP  
919 Third Avenue  
New York, New York 10022

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$.01	No additional shares	n/a	n/a	\$0

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per share

(1) No additional shares or interests are registered on this registration statement. Reference is made to the 150,000 shares (and related interests) registered on April 7, 2000 (Registration Number 33-34290).

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This registration statement supplements the registration statement on Form S-8 filed April 7, 2000 (Registration Number 33-34290), which is incorporated herein by reference, to include The Monro Muffler Brake, Inc. Profit Sharing Plan as an exhibit.

Item 8. Exhibits.

The following is a complete list of exhibits filed as a part of this registration statement:

Exhibit No.	Document
4.1(a)	Monro Muffler Brake, Inc. Profit Sharing Plan Defined Contribution Plan and Trust/Custodial Account
4.1(b)	Non-Standardized Adoption Agreement: Cash or Deferred Profit Sharing Plan and Trust/Custodial Account
4.1(c)	Amendment No. 1 to the Loan Policy Document for the Monro Muffler Brake, Inc. Profit Sharing Plan
4.1(d)	Amendment No. 1 to the Adoption Agreement of the Monro Muffler Brake, Inc. Profit Sharing Plan

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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 the City of Rochester, State of New York, on this 26th day of June, 2001.

MONRO MUFFLER BRAKE, INC.

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By: /s/ Robert G. Gross  
 -----  
 Robert G. Gross  
 President and Chief Executive Officer

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 dates indicated.

Name and Signature -----	Title -----	Date -----
/s/ Robert G. Gross ----- Robert G. Gross	Director, President and Chief Executive Officer (Principal Executive Officer)	June 26, 2001
/s/ Catherine D'Amico ----- Catherine D'Amico	Senior Vice-President-Finance Chief Financial Officer and Treasurer (Principal Financial and Accounting Officer)	June 26, 2001
Burton S. August, Sr.*	Director	June 26, 2001
Charles J. August*	Director	June 26, 2001
Robert W. August*	Director	June 26, 2001
Frederick M. Danziger*	Director	June 26, 2001
Jack M. Gallagher*	Director	June 26, 2001
Donald Glickman*	Director	June 26, 2001
Peter J. Solomon*	Director	June 26, 2001
Lionel B. Spiro*	Director	June 26, 2001
W. Gary Wood*	Director	June 26, 2001

\*By /s/ Catherine D'Amico  
 -----  
 Catherine D'Amico  
 as Attorney-in-Fact

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e of Indirect Beneficial Ownership

(Instr. 4) Code V Amount(A) or (D) Price Common Stock 02/01/2010 F(1) 4,594 D \$ 18.16 90,044.63 D Common  
Stock 02/01/2010 F(1) 2,174 D \$ 18.16 87,870.63 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reportable Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hatton Vincent P ONE RIVERFRONT PLAZA CORNING, NY 14831			SVP	

## Signatures

Denise A. Hauselt, Power of Attorney	02/05/2010
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Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Original Form 4 inadvertently listed Code D instead of Code F for shares withheld to satisfy tax withholding obligation on vesting of restricted stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.