

Edgar Filing: TELEFLEX INC - Form S-8

TELEFLEX INC  
Form S-8  
November 05, 2002

As filed with the Securities and Exchange Commission on November 5, 2002  
Registration No. \_\_\_\_\_

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
-----

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

TELEFLEX INCORPORATED  
(Exact name of registrant as specified in its charter)

|                                 |                  |
|---------------------------------|------------------|
| DELAWARE                        | 23-1147939       |
| (State or other jurisdiction of | (I.R.S. Employer |
| incorporation or organization)  | Identification   |
| No.)                            |                  |

SUITE 450  
630 WEST GERMANTOWN PIKE  
PLYMOUTH MEETING, PENNSYLVANIA 19462  
(610) 834-6301  
(Address, including zip code and telephone number, including area code  
of registrant's principal executive offices)

TELEFLEX INCORPORATED VOLUNTARY INVESTMENT PLAN  
(Full title of the plan)

-----  
JEFFREY P. BLACK  
PRESIDENT AND CHIEF EXECUTIVE OFFICER  
TELEFLEX INCORPORATED  
SUITE 450  
630 WEST GERMANTOWN PIKE  
PLYMOUTH MEETING, PENNSYLVANIA 19462  
(610) 834-6301

(Name, address, including zip code and telephone number,  
including area code, of agent for service)

Copies of all communications, including all communications  
sent to the agent for service should be sent to:

JOAN W. SCHWARTZ, ESQ.  
TELEFLEX INCORPORATED  
155 SOUTH LIMERICK ROAD  
LIMERICK, PENNSYLVANIA 19468  
(610) 948-2812  
-----

CALCULATION OF REGISTRATION FEE

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| Title of Securities to be registered     | Amount to be registered | Proposed maximum offering price per unit | Proposed maximum aggregate offering price (2) |
|------------------------------------------|-------------------------|------------------------------------------|-----------------------------------------------|
| Common Stock, \$1.00 par value per share | 300,000 shares (1)      | (2)                                      | \$12,630,000                                  |

(1) 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 employee benefit plan described herein.

(2) The price is estimated in accordance with Rule 457(h)(1) under the Securities Act of 1933, as amended, solely for the purpose of calculating the registration fee and is the product resulting from multiplying 300,000, the maximum number of additional shares registered by this Registration Statement for issuance in connection with the Teleflex Incorporated Voluntary Investment Plan, by \$42.10, the average of the high and low prices of the Common Stock as reported on the New York Stock Exchange on October 31, 2002, within five business days prior to November 5, 2002.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents filed by Teleflex Incorporated (the "Company") are incorporated herein by reference:

- (i) The contents of the Company's Registration Statement on Form S-8 Registration No. 033-53385 filed on April 29, 1994.

#### Item 4. DESCRIPTION OF SECURITIES

Not applicable.

#### Item 5. INTERESTS OF NAMED EXPERTS AND COUNSEL

Not applicable.

#### Item 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Not applicable.

#### Item 7. EXEMPTION FROM REGISTRATION CLAIMED

Not applicable.

#### Item 8. EXHIBITS

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- 5(a) Opinion of Beckman and Associates
- 5(b) Company undertaking in lieu of Opinion of Counsel
- 23(a) Consent of PricewaterhouseCoopers LLP
- 23(b) Consent of Beckman and Associates (contained in Exhibit 5(a) to this Registration Statement).

Item 9. UNDERTAKINGS

Not Applicable

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, TELEFLEX INCORPORATED, 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 Plymouth Meeting, Pennsylvania on the 4th of November 2002.

TELEFLEX INCORPORATED

By: /S/ Jeffrey P. Black

-----  
Jeffrey P. Black, 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 indicated on November 4, 2002.

| Signature<br>-----                                        | Title<br>-----                                                                                       |
|-----------------------------------------------------------|------------------------------------------------------------------------------------------------------|
| /S/ Lennox K. Black<br>-----<br>Lennox K. Black           | Director and Chairman of the Board                                                                   |
| /S/ Jeffrey P. Black<br>-----<br>Jeffrey P. Black         | President and Chief Executive Officer<br>(Principal Executive Officer)                               |
| /S/ Harold L. Zuber, Jr.<br>-----<br>Harold L. Zuber, Jr. | Executive Vice President and Chief Financial Officer<br>(Principal Financial and Accounting Officer) |
| /S/ Stephen Gambone                                       | Controller and Chief Accounting Officer                                                              |

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|                                                                  |                                |
|------------------------------------------------------------------|--------------------------------|
| -----<br>Stephen Gambone                                         | (Principal Accounting Officer) |
| /S/ Patricia C. Barron<br>-----<br>Patricia C. Barron            | Director                       |
| /S/ Donald Beckman<br>-----<br>Donald Beckman                    | Director                       |
| /S/ William R. Cook<br>-----<br>William R. Cook                  | Director                       |
| /S/ Joseph S. Gonnella<br>-----<br>Joseph S. Gonnella            | Director                       |
| /S/ Sigismundus W.W. Lubsen<br>-----<br>Sigismundus W. W. Lubsen | Director                       |
| /S/ Palmer E. Retzlaff<br>-----<br>Palmer E. Retzlaff            | Director                       |
| /S/ James W. Stratton<br>-----<br>James W. Stratton              | Director                       |

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### SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the administrator of the TELEFLEX INCORPORATED VOLUNTARY INVESTMENT PLAN has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Limerick, Pennsylvania on the 4th day of November 2002.

TELEFLEX INCORPORATED  
VOLUNTARY INVESTMENT PLAN

/S/ Terry R. Moulder  
-----  
Terry R. Moulder, Member  
Plan Administrative Committee

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EXHIBIT INDEX

- |        |                                                                                               |
|--------|-----------------------------------------------------------------------------------------------|
| 5 (a)  | Opinion of Beckman and Associates                                                             |
| 5 (b)  | Company undertaking in lieu of Opinion of Counsel                                             |
| 23 (a) | Consent of PricewaterhouseCoopers LLP                                                         |
| 23 (b) | Consent of Beckman and Associates (contained in Exhibit 5 (a) to this Registration Statement) |