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WATER PIK TECHNOLOGIES INC

Form S-8

May 04, 2001

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As filed with the Securities and Exchange Commission on May 4, 2001

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

WATER PIK TECHNOLOGIES, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

25-1843384
(I.R.S. Employer
Identification No.)

23 Corporate Plaza, Suite 246
Newport Beach, California 92660
(949) 719-3700
(Address, including zip code, and telephone number, including area code,
of registrant's principal executive offices)

WATER PIK TECHNOLOGIES, INC. 1999 NON-EMPLOYEE DIRECTOR
STOCK COMPENSATION PLAN
(Full title of the plan)

RICHARD D. TIPTON
Vice President, General Counsel and Secretary
Water Pik Technologies, Inc.
23 Corporate Plaza, Suite 246
Newport Beach, CA 92660
(949) 719-3700
(Name, address, including zip code, and telephone number,
including area code, of agent for service)

Copies to:

Elaine R. Levin
Riordan & McKinzie
600 Anton Boulevard, 18th Floor
Costa Mesa, CA 92626
(714) 433-2900

CALCULATION OF REGISTRATION FEE

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TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE (1)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE	AMOUNT OF REGISTRATION FEE
Common Stock	100,000	\$7.895	\$789,500	\$198

(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h), based on the average of the high and low sales prices of the Company's Common Stock on May 1, 2001, as reported on the New York Stock Exchange.

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PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

Pursuant to General Instruction E to Form S-8 regarding the registration of additional securities, Water Pik Technologies, Inc. (the "Company") hereby incorporates herein by reference the contents of the Registration Statement of the Company on Form S-8 filed with the Securities and Exchange Commission on February 9, 2000, Registration No. 333-96455 with respect to the Company's 1999 Non-Employee Director Stock Compensation Plan.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

The validity of the issuance of the shares of Common Stock registered hereby (the "Shares") has been passed upon for the Company by Richard D. Tipton, Vice President, General Counsel and Secretary of the Company. Mr. Tipton holds stock and options to purchase stock granted under the Company's employee stock plans which in the aggregate represent less than 1% of the Common Stock.

ITEM 8. EXHIBITS.

- 5.1 Opinion of Richard D. Tipton, Vice President, General Counsel and Secretary of Water Pik Technologies, Inc.
- 23.1 Consent of Richard D. Tipton, Vice President, General Counsel and Secretary of Water Pik Technologies, Inc. (included in Exhibit 5.1).
- 23.2 Consent of Ernst & Young LLP, independent auditors.
- 24.1 Power of Attorney (included on page II-2).

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 Newport Beach, State of California, on May 3, 2001.

WATER PIK TECHNOLOGIES, INC.

By: /s/ RICHARD D. TIPTON

 Richard D. Tipton
 Vice President, General Counsel
 and Secretary

We, the undersigned directors and officers of Water Pik Technologies, Inc., do hereby constitute and appoint Richard D. Tipton and Victor C. Streufert, or either of them, our true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for us and in our name, place and stead, in any and all capacities to do any and all acts and things in our name and on our behalf in our capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorneys-in-fact and agents, or either of them, may deem necessary or advisable to enable said corporation to comply with the Securities Act of 1933, as amended (the "Securities Act") and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments (including post-effective amendments) hereto as well as any related registration statement (or amendment thereto) filed in reliance upon Rule 462(b) under the Securities Act, with all exhibits thereto and other documents in connection therewith, and we do hereby ratify and confirm all that said attorneys-in-fact and agents, or either of them, shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

Signature -----	Title -----	Date ----
/s/ MICHAEL P. HOOPIS ----- Michael P. Hoopis	President and Chief Executive Officer (Principal Executive Officer) and Director	May 3, 2001
/s/ VICTOR C. STREUFERT ----- Victor C. Streufert	Vice President- Finance and Chief Financial Officer (Principal Financial Officer and Principal	May 3, 2001

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Accounting Officer)

/s/ WILLIAM G. OUCHI ----- William G. Ouchi	Director	May 3, 2001
/s/ ROBERT P. BOZZONE ----- Robert P. Bozzone	Director	May 3, 2001
----- W. Craig McClelland	Director	
/s/ JAMES E. ROHR ----- James E. Rohr	Director	May 4, 2001

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/s/ CHARLES J. QUEENAN, JR. ----- Charles J. Queenan, Jr.	Director	May 3, 2001
/s/ F. PETER CUNEO ----- F. Peter Cuneo	Director	May 3, 2001

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INDEX TO EXHIBITS

Sequentially Numbered Exhibit -----	Description -----	Page Number -----
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