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TELUS CORP
Form S-8
March 03, 2003

As filed with the Securities and Exchange Commission on March 3, 2003
Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

TELUS CORPORATION
(Exact Name of Registrant as Specified in Its Charter)

British Columbia, Canada

N/A

(State or other Jurisdiction of
Incorporation or Organization)

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

555 Robson Street
Vancouver, British Columbia V6B 3K9
Canada
(604) 432-2151
(Address of Principal Executive Offices)

TELUS Corporation Share Option and Compensation Plan, as Amended and Restated
(Full Title of the Plan)

CT Corporation System
111 Eighth Avenue, 13th Floor
New York, New York 10011
(212) 590-9200
(Name, Address and Telephone Number, Including Area Code, of Agent for Service)

With Copy To:

Phyllis G. Korff, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP
Four Time Square
New York, New York 10036
(212) 735-3000

CALCULATION OF REGISTRATION FEE

| Name of Plan | Title of Class of Securities to be Registered | Amount to be Registered(1) | Proposed Maximum Offering Price Per Share(2) | Proposed Aggregate |
|--------------|---|----------------------------|--|--------------------|
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|---|-------------------|-----------|----------|-------|
| TELUS Corporation Share Option and Compensation Plan, as amended and repeated (the "Plan") | Non-Voting Shares | 1,300,000 | \$ 11.07 | \$14, |
| ===== | | | | |

- (1) Together with an indeterminate number of ordinary non-voting shares that may be necessary to shares reserved for issuance pursuant to the Plan as a result of a stock split, stock divide adjustment of the outstanding shares of TELUS Corporation (the "Registrant" or the "Corporat indeterminate number of additional non-voting shares as may be issuable pursuant to the ope recapitalization and adjustment provisions of the Plan are also registered hereby.
- (2) Estimated solely for the purpose of determining the registration fee pursuant to Rule 457(c) Act of 1933, as amended, on the basis of the average of the high and low sale prices of the non-voting shares as reported on the New York Stock Exchange on February 25, 2003.

EXPLANATORY NOTE

The purpose of this Registration Statement is to register additional non-voting shares for issuance under the Registrant's Share Option and Compensation Plan, as amended and restated. In accordance with General Instruction E of Form S-8, the contents of the Registrant's Registration Statement on Form S-8 (File No. 333-13526) filed with the Securities and Exchange Commission (the "Commission") on May 17, 2001, are incorporated herein by reference and the information required by Part II is omitted, except as supplemented by the information set forth below.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Certain Documents by Reference.

The following documents filed with the Commission by the Registrant, TELUS Corporation, a company organized under the laws of the province of British Columbia, Canada, pursuant to the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), are incorporated by reference in this Registration Statement:

- (1) The Registrant's Reports of Foreign Issuer on Form 6-K dated July 15, 2002, August 1, 2002, August 8, 2002, September 16, 2002, November 5, 2002, December 17, 2002 and February 14, 2003; and
- (2) The Registrant's Annual Report on Form 40-F for the year ended December 31, 2001.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is incorporated or deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

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The Registrant's audited consolidated financial statements as at and for the year ended December 31, 2001 incorporated by reference in this Registration Statement have been audited by Arthur Andersen LLP, independent public accountants, as indicated in their report with respect thereto in reliance upon the authority of said included firm as experts in accounting and auditing in giving said report. The Registrant has not been able to obtain, after reasonable efforts, the written consent of Arthur Andersen to naming it in the Registration Statement, as having certified the Registrant's audited consolidated

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financial statements as at and for the year ended December 31, 2001 as required by Section 7 of the Securities Act of 1933, as amended (the "Securities Act"), and the Registrant has dispensed with the requirement to file their consent in reliance on Rule 437a promulgated under the Securities Act. As a result, the ability of a participant in the Plan to assert claims against Arthur Andersen may be limited. Since the Registrant has not been able to obtain the written consent of Arthur Andersen, a participant in the Plan will not be able to recover against Arthur Andersen under Section 11 of the Securities Act for any untrue statements of a material fact contained in the financial statements audited by Arthur Andersen or any omissions to state a material fact required to be stated therein.

Item 8. Exhibits.

| Exhibit No. | Description of Exhibit |
|-------------|--|
| 5.1 | Opinion of Farris, Vaughn, Wills & Murphy. |
| 10.1 | TELUS Corporation Share Option and Compensation Plan, as amended and restated. |
| 23.1 | Consent of Farris, Vaughn, Wills & Murphy (included in Exhibit 5.1). |
| 24.1 | Power of Attorney (included on the signature page hereto). |

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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 has been signed on its behalf by the undersigned, thereunto duly authorized in the City of Burnaby, Province of British Columbia, Country of Canada, on this 3rd day of March, 2003.

TELUS CORPORATION

By: /s/ James W. Peters

Name: James W. Peters
Title: Executive Vice President,
Corporate Affairs & General
Counsel and Corporate Secretary

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POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Darren Entwistle, Robert G. MacFarlane and James W. Peters and each of them, his true and lawful attorney-in-fact and agents with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof. This power of attorney may be executed in counterparts.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities indicated on this 3rd day of March, 2003.

| Name ----- | Title ----- | Date ----- |
|---|---|---------------|
| /s/ Darren Entwistle ----- Darren Entwistle | Director, President and Chief Executive Officer (Principal Executive Officer) | March 3, 2003 |
| /s/ Robert G. McFarlane ----- Robert G. McFarlane | Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer) | March 3, 2003 |
| /s/ Brian A. Canfield ----- Brian A. Canfield | Director | March 3, 2003 |
| /s/ R. John Butler ----- R. John Butler | Director | March 3, 2003 |
| ----- Peter D. Charbonneau | Director | |
| ----- G. N. (Mel) Cooper | Director | |

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| /s/ Alfred C. Giammarino ----- Alfred C. Giammarino | Director | March 3, 2003 |
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| /s/ Iain J. Harris ----- Iain J. Harris | Director | March 3, 2003 |
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| ----- John S. Lacey | Director | |
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| /s/ Brian F. MacNeill ----- Brian F. MacNeill | Director | March 3, 2003 |
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| /s/ Lawrence A. Pentland ----- Lawrence A. Pentland | Director | March 3, 2003 |
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| /s/ Daniel C. Petri ----- Daniel C. Petri | Director | March 3, 2003 |
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| /s/ Ronald P. Triffo ----- Ronald P. Triffo | Director | March 3, 2003 |
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| /s/ Donald Woodley ----- Donald Woodley | Director | March 3, 2003 |
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EXHIBIT INDEX

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AUTHORIZED REPRESENTATIVE

Pursuant to the requirements of Section 6(a) of the Securities Act of 1933, the authorized representative has duly caused this Registration Statement to be signed on its behalf by the undersigned, solely in its capacity as the duly authorized representative of TELUS Corporation in the United States, in the State of Delaware, Country of the United States of America, on the 3rd day of March, 2003.

/s/ Donald J. Puglisi

Name: Donald J. Puglisi

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