

NU SKIN ENTERPRISES INC
Form S-8
May 10, 2005

As filed with the Securities and Exchange Commission on May 10, 2005
Registration No. 333-

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

FORM S-8

REGISTRATION STATEMENT
Under
The Securities Act of 1933
NU SKIN ENTERPRISES, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other
jurisdiction of
incorporation or
organization)

87-0565309
(IRS Employer
Identification No.)

75 West Center Street
Provo, UT 84601
(Address of Principal Executive Offices and Zip Code)

Second Amended and Restated Nu Skin Enterprises, Inc.
1996 Stock Incentive Plan
(Full title of the plan)

Mr. Truman Hunt
President and Chief Executive Officer
NU SKIN ENTERPRISES, INC.
75 West Center Street
Provo, Utah 84601
(801) 345-6000
(Name, address and telephone number, including area code, of agent for service)

Copies to:

Nolan S. Taylor
Dorsey & Whitney
LLP
170 South Main
Street, Suite 900
Salt Lake City, Utah
84101

D. Matthew Dorney
Vice President,
Secretary and General
Counsel
Nu Skin Enterprises,
Inc.
75 West Center Street

(801) 933-7360

Provo, UT 84601
(801) 345-6000**CALCULATION OF REGISTRATION FEE**

| Title of securities to be registered | Amount to be registered ⁽¹⁾ | Proposed maximum offering price per share ⁽²⁾ | Proposed maximum aggregate offering price⁽²⁾ | Amount of Registration Fee |
|--|---|---|--|-----------------------------------|
| Class A Common Stock, par value \$.001 per share | 5,000,000 shares | \$21.84 | \$109,200,000 | \$12,852.84 |

- (1) Pursuant to Rule 416 under the Securities Act of 1933, this registration statement also covers an indeterminable number of shares of the registrant's Class A common stock which may become issuable under the antidilution provisions of the Second Amended and Restated Nu Skin Enterprises, Inc. 1996 Stock Incentive Plan.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h)(1) and Rule 457(c) based upon the average of the high and low prices of the Class A common stock as reported on the New York Stock Exchange on May 9, 2005.

REGISTRATION OF ADDITIONAL SECURITIES

This registration statement registers 5,000,000 additional shares of the Class A common stock, par value \$.001 per share (the Common Shares), of Nu Skin Enterprises, Inc. (the Company) to be issued pursuant to the Second Amended and Restated Nu Skin Enterprises, Inc. 1996 Stock Incentive Plan (the Incentive Plan). A total of 7,825,000 Common Shares under the Incentive Plan have been previously registered pursuant to the Company's Registration Statements on Form S-8 filed with the Securities and Exchange Commission (the Commission) (File No.

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333-48611 filed on March 25, 1998 by the Company with the Commission (as amended pursuant to the Post-Effective Amendment No. 1 filed on January 2, 2003) to register 3,825,000 shares of the Common Shares, and File No. 333-102327 filed on January 2, 2003 by the Company with the Commission to register 4,000,000 Common Shares). The contents of such earlier Registration Statements, taken together, are incorporated herein by reference pursuant to General Instruction E of Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

| Exhibit No. | Description of Exhibit |
|-------------|--|
| 4.1 | Specimen Form of Stock Certificate for Class A Common Stock (incorporated by reference to Exhibit 4.1 to the Company's Registration Statement on Form S-3 (File No. 333-90716)) |
| 4.2 | Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Company's Registration Statement on Form S-1 (File No. 333-12073)) |
| 4.3 | Certificate of Amendment to the Amended and Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.2 to the Company's Annual Report on Form 10-K for the year ended December 31, 2003) |
| 4.4 | Certificate of Designation, Preferences and Relative Participating, Optional, and Other Special Rights of Preferred Stock and Qualifications, Limitations and Restrictions Thereof (incorporated by reference to Exhibit 3.3 to the Company's Annual Report on Form 10-K for the year ended December 31, 2004) |
| 4.5 | Amended and Restated Bylaws (incorporated by reference to Exhibit 3.2 to the Company's Registration Statement on Form S-1 (File No. 333-12073)) |
| 5.1 | Opinion of Dorsey & Whitney LLP regarding the legality of the securities covered by this Registration Statement |
| 23.1 | Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm. |
| 23.2 | Consent of Dorsey & Whitney LLP (included as part of Exhibit 5.1) |
| 24.1 | Power of Attorney (included with the signatures in Part II of this registration statement) |

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 Provo, State of Utah, on May 10, 2005.

NU SKIN ENTERPRISES, INC.

By: /s/ M. Truman Hunt
Name: M. Truman Hunt
Title: Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below constitutes and appoints M. Truman Hunt, his or her true and lawful attorney-in-fact and agent with full powers of substitution and resubstitution, for him or her and in his or her 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 attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|--|--|--------------|
| /s/ Blake M. Roney Blake M. Roney | Chairman of the Board of Directors | May 10, 2005 |
| /s/ M. Truman Hunt M. Truman Hunt | President and Chief Executive Officer and Director (Principal Executive Officer) | May 10, 2005 |
| /s/ Ritch N. Wood Ritch N. Wood | Chief Financial Officer (Principal Financial and Accounting Officer) | May 10, 2005 |
| /s/ Sandra N. Tillotson Sandra N. Tillotson | Director | May 10, 2005 |

| Signature | Title | Date |
|--|--------------|--------------|
| /s/ Daniel W. Campbell Daniel W. Campbell | Director | May 10, 2005 |
| /s/ E.J. "Jake" Garn E.J. "Jake" Garn | Director | May 10, 2005 |
| /s/ Paula F. Hawkins Paula F. Hawkins | Director | May 10, 2005 |
| /s/ Andrew D. Lipman Andrew D. Lipman | Director | May 10, 2005 |
| /s/ Jose Ferreira, Jr. Jose Ferreira, Jr | Director | May 10, 2005 |
| /s/ D. Allen Anderson D. Allen Andersen | Director | May 10, 2005 |

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