

Edgar Filing: AMEREN CORP - Form S-8

AMEREN CORP  
Form S-8  
October 24, 2001

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON OCTOBER 24, 2001  
Registration Statement No. \_\_\_\_\_

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

FORM S-8

Registration Statement  
Under The  
Securities Act Of 1933

AMEREN CORPORATION  
(Exact name of registrant as specified in its charter)

State of Missouri  
(State or other jurisdiction  
of incorporation or organization)

43-1723446  
(IRS Employer  
Identification No.)

1901 Chouteau Avenue  
St. Louis, Missouri 63103  
(Address, including zip code, of principal executive offices)  
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Ameren Corporation Savings Investment Plan  
(formerly known as the Union Electric Company Savings Investment Plan)  
(Full title of the plan)

WARNER L. BAXTER, Senior Vice President, Finance  
STEVEN R. SULLIVAN, Vice President, General Counsel and Secretary  
1901 Chouteau Avenue, St. Louis, Missouri 63103  
(314) 621-3222  
(Names, address and telephone number, including area code, of agents for service)

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1) (2)	Proposed maximum offering price per share (3)	Proposed m aggreg offering
Common Stock, \$.01 par value, including related plan interests - Ameren Corporation Savings Investment Plan	3,000,000 shares	\$39.57	\$118,710

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- (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 shares being registered are in addition to 2,600,000 shares (of which approximately 609,000 shares are unsold), including related plan interests, currently registered (Form S-8, Registration Statement No. 333-43737) for offer and sale pursuant to the employee benefit plan described herein. Pursuant to Rule 457(h) and General Instruction E of Form S-8, the filing fee is paid with respect to the additional shares only.
- (3) Calculated in accordance with Rule 457(h) on the basis of the average of the high and low prices of Ameren Corporation Common Stock as reported on the New York Stock Exchange Composite Tape on October 22, 2001.

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Page 1 of 9 pages  
Exhibit Index is located on page II-5

Registration of Additional Securities; Incorporation by Reference. This Registration Statement registers additional securities of the same class as other securities for which a Registration Statement filed on this Form relating to the Ameren Corporation Savings Investment Plan (formerly known as the Union Electric Company Savings Investment Plan) is effective. The contents of such earlier Registration Statement (Form S-8, Registration Statement No. 33-43737) are hereby incorporated by reference in this Registration Statement, except that Items 3, 5 and 8 shall read as follows:

### Item 3. Incorporation of Documents by Reference

The following documents, previously filed with the Securities and Exchange Commission by Ameren Corporation (the "Company") (File No. 1-14756) and the Ameren Corporation Savings Investment Plan (the "Plan") pursuant to the Securities Exchange Act of 1934, are incorporated by reference in this Registration Statement:

1. Annual Report on Form 10-K of the Company for the fiscal year ended December 31, 2000.
2. Quarterly Reports on Form 10-Q of the Company for the quarters ended March 31 and June 30, 2001.
3. Current Reports on Form 8-K of the Company dated January 11, May 17 and July 2, 2001.
4. The description of the Common Stock of the Company included under the caption "Description of Holdings Capital Stock" in the Registration Statement on Form S-4 of the Company (Reg. No. 33-64165) filed November 13, 1995.
5. The Annual Report on Form 11-K of the Plan for the fiscal year ended December 31, 2000.

All documents subsequently filed by the Company or the Plan pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, 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

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be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents.

Item 5. Interests of Named Experts and Counsel

Steven R. Sullivan, Vice President, General Counsel and Secretary of the Company, will opine as to the legality of the shares of Common Stock of the Company and Plan interests to be issued under the Plan. Mr. Sullivan is eligible to participate in the Plan.

Item 8. Exhibits

Exhibit No.  
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- \*4.1 Restated Articles of Incorporation of the Company (File No. 33-64165, Annex F).
- \*4.2 Certificate of Amendment to the Restated Articles of Incorporation filed with the Secretary of State of the State of Missouri on December 14, 1998 (1998 Form 10-K, Exhibit 3(i)).
- \*4.3 By-Laws of the Company as amended to December 31, 1997 (1997 Form 10-K, Exhibit 3(ii)).
- 5 Opinion re legality.  
The Company hereby undertakes that it has submitted the Plan and will submit any amendment thereto to the Internal Revenue Service in a timely manner and has made or will make all changes required by the Internal Revenue Service in order to qualify the Plan.

II-1

- 23.1 Consents of Independent Accountants.
- 23.2 Consent of Counsel (included in Exhibit 5).
- 24 Powers of Attorney.

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\*Incorporated herein by reference.

II-2

SIGNATURES

The Registrant. 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 St. Louis, State of Missouri, on October 24, 2001.

AMEREN CORPORATION

By /s/Warner L. Baxter  
-----

WARNER L. BAXTER  
Senior Vice President, Finance

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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 date above indicated.

Signature	Title
<p>/s/ Charles W. Mueller ----- CHARLES W. MUELLER</p>	<p>Chairman, President and Chief Executive Officer and Director (Principal Executive Officer)</p>
<p>/s/ Warner L. Baxter ----- WARNER L. BAXTER</p>	<p>Senior Vice President, Finance  (Principal Financial Officer)</p>
<p>/s/ Martin J. Lyons ----- MARTIN J. LYONS</p>	<p>Controller  (Principal Accounting Officer)</p>
<p>/s/ William E. Cornelius* ----- WILLIAM E. CORNELIUS, Director</p>	<p>/s/ John Peters MacCarthy* ----- JOHN PETERS MACCARTHY, Director</p>
<p>/s/ Clifford L. Greenwalt* ----- CLIFFORD L. GREENWALT, Director</p>	<p>/s/ Hanne M. Merriman* ----- HANNE M. MERRIMAN, Director</p>
<p>/s/ Paul L. Miller, Jr.* ----- THOMAS A. HAYS, Director</p>	<p>----- PAUL L. MILLER, JR., Director</p>
<p>----- THOMAS H. JACOBSEN, Director</p>	<p>/s/ Harvey Saligman* ----- HARVEY SALIGMAN, Director</p>
<p>/s/ Richard A. Liddy* ----- RICHARD A. LIDDY, Director</p>	<p>----- JANET MCAFEE WEAKLEY, Director</p>
<p>----- GORDON R. LOHMAN, Director</p>	<p>/s/ James W. Wogsland* ----- JAMES W. WOGSLAND, Director</p>
<p>----- RICHARD A. LUMPKIN, Director</p>	<p>*By /s/ Steven R. Sullivan ----- STEVEN R. SULLIVAN Attorney-In-Fact</p>

II-3

The Plan. Pursuant to the requirements of the Securities Act of 1933, the persons who administer the undersigned employee benefit plan have duly caused this Registration Statement to be signed on their behalf by the undersigned thereunto duly authorized, in the City of St. Louis, State of Missouri, on

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October 24, 2001.

AMEREN CORPORATION SAVINGS INVESTMENT PLAN

By /s/Warner L. Baxter

-----  
WARNER L. BAXTER  
Senior Vice President, Finance  
Ameren Corporation

II-4

EXHIBIT INDEX

Exhibit No.

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(File No. 33-64165, Annex F).
- \*4.2 Certificate of Amendment to the Restated Articles of  
Incorporation filed with the Secretary of State of the State  
of Missouri on December 14, 1998 (1998 Form 10-K,  
Exhibit 3(i)).
- \*4.3 By-Laws of the Company as amended to December 31, 1997  
(1997 Form 10-K, Exhibit 3(ii)).
- 5 Opinion re legality.
- 23.1 Consents of Independent Accountants.
- 23.2 Consent of Counsel (included in Exhibit 5).
- 24 Powers of Attorney.

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\*Incorporated herein by reference.

II-5

EXHIBIT 5

October 24, 2001

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Ameren Corporation  
1901 Chouteau Avenue  
St. Louis, Missouri 63103

Re: Registration Statement on Form S-8 Relating to 3,000,000  
Additional Shares of Common Stock, Including Related Plan  
Interests

Ladies and Gentlemen:

I have examined the Registration Statement on Form S-8 (the "Registration Statement") filed by Ameren Corporation, a Missouri corporation (the "Company"), with the Securities and Exchange Commission on October 24, 2001 in connection with the registration under the Securities Act of 1933, as amended, of 3,000,000 additional shares of the Common Stock, \$.01 par value per share, including related plan interests (the "Common Stock"), of the Company to be offered and sold pursuant to the Ameren Corporation Savings Investment Plan.

As Vice President, General Counsel and Secretary of the Company, I have examined the Restated Articles of Incorporation and the By-laws of the Company, each as amended to the date hereof, the records of corporate proceedings and other actions taken by the Company in connection with the authorization, issuance and sale of the Common Stock and such other documents and materials as I have deemed necessary or appropriate to enable me to deliver this opinion.

Based on the foregoing, I am of the opinion that:

Subject to (a) compliance with applicable state securities laws and (b) the filing and effectiveness of the Registration Statement with the Securities and Exchange Commission, the Common Stock, when issued and sold in the manner described in the Registration Statement, will be legally issued, fully paid and nonassessable.

I hereby consent to the filing of this opinion as an exhibit to the Registration Statement.

Yours truly,

/s/ Steven R. Sullivan

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Steven R. Sullivan  
Vice President,  
General Counsel  
and Secretary  
Ameren Corporation

II-6

EXHIBIT 23.1

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CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 5, 2001 relating to the financial statements, which appears in the 2000 Annual Report to Shareholders of Ameren Corporation, which is incorporated by reference in Ameren Corporation's Annual Report on Form 10-K for the year ended December 31, 2000. We also consent to the incorporation by reference of our report dated February 5, 2001 relating to the financial statement schedule, which appears in such Annual Report on Form 10-K.

We also consent to the incorporation by reference in this Registration Statement of our report dated June 28, 2001 relating to the financial statements, which appears in the Annual Report on Form 11-K of the Ameren Corporation Savings Investment Plan for the year ended December 31, 2000.

/s/ PricewaterhouseCoopers LLP  
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PricewaterhouseCoopers LLP  
St. Louis, Missouri  
October 24, 2001

II-7

EXHIBIT 24

POWER OF ATTORNEY

WHEREAS, AMEREN CORPORATION, a Missouri corporation (herein referred to as the "Company"), is required to file with the Securities and Exchange Commission, under the Securities Act of 1933, a Registration Statement and any amendments thereto, covering the registration of Common Stock under the Ameren Corporation Savings Investment Plan, as authorized by the Company's Board of Directors on October 12, 2001; and

WHEREAS, each of the below undersigned holds the office or offices in the Company set opposite his or her name;

NOW THEREFORE, each of the undersigned hereby constitutes and appoints Charles W. Mueller and/or Gary L. Rainwater and/or Warner L. Baxter and/or Steven R. Sullivan the true and lawful attorneys-in-fact of the undersigned, for and in the name, place and stead of the undersigned, to affix the name of the undersigned to said Registration Statement and any amendments thereto, and, for the performance of the same acts, each with power to appoint in their place and stead and as their substitute, one or more attorneys-in-fact for the undersigned, with full power of revocation; hereby ratifying and confirming all that said attorneys-in-fact may do by virtue hereof.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands on this 22nd day of October, 2001:

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Charles W. Mueller, Chairman,  
 Chief Executive Officer and Director  
 (Principal Executive Officer) /s/ CHARLES W. MUELLER  
 -----

Warner L. Baxter, Senior Vice President, Finance  
 (Principal Financial Officer) /s/ WARNER L. BAXTER  
 -----

Martin J. Lyons, Contoller  
 (Principal Accounting Officer) /s/ Martin J. Lyons  
 -----

William E. Cornelius, Director /s/ WILLIAM E. CORNELIUS  
 -----

Clifford L. Greenwalt, Director /s/ CLIFFORD L. GREENWALT  
 -----

Thomas A. Hays, Director  
 -----

Thomas H. Jacobsen, Director  
 -----

Richard A. Liddy, Director /s/ RICHARD A. LIDDY  
 -----

Gordon R. Lohman, Director  
 -----

Richard A. Lumpkin, Director  
 -----

John Peters MacCarthy, Director /s/ JOHN PETERS MACCARTHY  
 -----

Hanne M. Merriman, Director /s/ HANNE M. MERRIMAN  
 -----

Paul L. Miller, Jr., Director /s/ PAUL L. MILLER, JR.  
 -----

Harvey Saligman, Director /s/ HARVEY SALIGMAN  
 -----

Janet McAfee Weakley, Director  
 -----

James W. Wogsland, Director /s/ JAMES W. WOGSLAND  
 -----

STATE OF MISSOURI )  
 ) SS.  
 CITY OF ST. LOUIS )

On this 22nd day of October, 2001, before me, the undersigned Notary Public in and for said State, personally appeared the above-named officers and directors of Ameren Corporation, known to me to be the persons described in and who executed the foregoing power of attorney and acknowledged to me that they executed the same as their free act and deed for the purposes therein stated.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal.

/s/ K.A Bell  
 -----  
 Notary Public - Notary Seal  
 STATE OF MISSOURI  
 City of St. Louis



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Securities and Exchange Commission  
Judiciary Plaza  
450 Fifth Street, N.W.  
Washington, D.C. 20549

ATTN: Document Control - EDGAR

Re: Ameren Corporation - Registration Statement on Form  
S-8 Relating to 3,000,000 Additional Shares of  
Common Stock, Including Related Plan Interests

Ladies and Gentlemen:

We enclose for filing the Registration Statement on Form S-8  
of Ameren Corporation for the registration of the above-captioned  
securities.

If you have any questions or comments concerning this  
filing, please contact Ronald K. Evans, Assistant Secretary, at (314)  
554-2156 or revans@ameren.com

Very truly yours,

AMEREN CORPORATION

By /s/ Steven R. Sullivan

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STEVEN R. SULLIVAN  
Secretary