

Edgar Filing: NAVIGANT CONSULTING INC - Form S-8 POS

NAVIGANT CONSULTING INC  
 Form S-8 POS  
 April 15, 2003

As filed with the Securities and Exchange Commission on April 15, 2003  
 Registration No. 333-103405

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SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 1  
 TO  
 FORM S-8  
 REGISTRATION STATEMENT  
 Under  
 The Securities Act of 1933

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NAVIGANT CONSULTING, INC.  
 (Exact name of registrant as specified in its charter)

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Delaware  
 (State or Other Jurisdiction of Incorporation  
 or Organization)

36-4094854  
 (I.R.S. Employer  
 Identification No.)

615 North Wabash Avenue  
 Chicago, Illinois 60611  
 (Address of Principal Executive  
 Offices, including Zip Code)

Navigant Consulting, Inc.  
 Employee Stock Purchase Plan  
 (Full Title of the Plan)

Philip P. Steptoe  
 Vice President, General Counsel and Secretary  
 615 North Wabash Avenue  
 Chicago, Illinois 60611  
 (Name and Address of Agent for Service)

(312) 573-5600  
 (Telephone Number, including Area Code, of Agent for Service)

CALCULATION OF REGISTRATION FEE

Title of securities to be registered (1)	Amount to be registered (2) (3)	Proposed maximum offering price per unit (4)	Proposed maximum aggregate offering price (4)	re
Common Stock, par value \$0.001 per share.....	500,000 shares	\$5.88	\$ 2,940,000	

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- (1) Each share of Common Stock is accompanied by a share purchase right pursuant to the Registrant's Rights Agreement, dated December 15, 1999, with American Stock Transfer and Trust Company as Rights Agent.
  - (2) This Post-Effective Amendment No. 1 to Registration Statement covers, in addition to the number of shares of Common Stock stated above and pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the "Securities Act"), an indeterminate number of shares and interests in the Navigant Consulting, Inc. Employee Stock Purchase Plan (the "Plan") which by reason of certain events specified in the Plan may become subject to the Plan.
  - (3) This Post-Effective Amendment No. 1 to Registration Statement includes any additional shares of Registrant's common stock that may be issued pursuant to antidilution provisions contained in the Plan.
  - (4) Pursuant to Rule 457(h), the maximum offering price, per share of Common Stock and in the aggregate, and the registration fee were calculated based upon the average of the high and low prices of the Common Stock on February 21, 2003, as reported on the New York Stock Exchange and published in The Wall Street Journal.
  - (5) The registration fee was paid on February 24, 2003 in connection with the original filing of the Form S-8 Registration Statement.
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PURPOSE OF AMENDMENT

This Post-Effective Amendment No. 1 to Form S-8 Registration Statement (this "Amendment No. 1") is being filed solely to correct Exhibit 4.6, Navigant Consulting, Inc. Employee Stock Purchase Plan, to the Form S-8 Registration Statement (File No. 333-103405) originally filed with the Commission on February 24, 2003 (the "Registration Statement"), because an incorrect version of the Plan was inadvertently filed as Exhibit 4.6 to the Registration Statement. The Registration Statement is not otherwise amended or superseded by this Amendment No. 1.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

See the attached Index of Exhibits at page 4, which is incorporated in this Item 8 by reference.

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

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Post-Effective Amendment No. 1 to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Chicago, State of Illinois, on April 15, 2003.

NAVIGANT CONSULTING, INC.

By: /s/ WILLIAM M. GOODYEAR

-----  
 William M. Goodyear  
 Chairman of the Board and Chief  
 Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to Registration Statement has been signed by the following persons in the capacities indicated as of April 15, 2003.

Signature -----	Title -----
/s/ WILLIAM M. GOODYEAR ----- William M. Goodyear	Chairman of the Board and Chief Executive Officer (Principal Executive Officer) and Director
* ----- Ben W. Perks	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)
* ----- Thomas A. Gildehaus	Director
* ----- Valerie B. Jarrett	Director
* ----- Peter B. Pond	Director
* ----- Samuel K. Skinner	Director
* ----- James R. Thompson	Director
*By: /s/ WILLIAM M. GOODYEAR ----- William M. Goodyear, Attorney-in-Fact	

INDEX TO EXHIBITS

Exhibit No. -----	Description -----
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- 4.1 Amended and Restated Certificate of Incorporation of Registrant filed as an exhibit to the Registrant's Registration Statement on Form S-1 (Registration No. 333-9019) on July 26, 1996, is incorporated herein by reference.
- 4.2 Amendment No. 1 to Amended and Restated Certificate of Incorporation of the Registrant, filed as an exhibit to the Registrant's Registration Statement on Form S-3 (the "S-3") (Registration No. 333-40489) on November 18, 1997, is incorporated herein by reference.
- 4.3 Amendment No. 2 to Amended and Restated Certificate of Incorporation of the Registrant, filed on Form 8-A12B on July 20, 1999, is incorporated herein by reference.
- 4.4 Bylaws of the Registrant, filed as exhibit 3.3 to Amendment No. 1 to the S-3 on February 12, 1998, are incorporated herein by reference.
- 4.5 Rights Agreement dated as of December 15, 1999 between the Registrant and American Stock Transfer & Trust Company, as Rights Agent, filed as exhibit 4 to the Registrant's Current Report on Form 8-K dated December 15, 1999, and filed on December 17, 1999, is incorporated herein by reference.
- 4.6 Navigant Consulting, Inc. Employee Stock Purchase Plan.
- 5.\* Opinion of Registrant's Counsel.
- 23.1\* Consent of KPMG LLP (Independent Accountants).
- 23.2\* Consent of Registrant's Counsel (included in Exhibit 5).
- 24.1\* Power of Attorney (included in the Registration Statement under "Signatures").

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\* Previously filed.