

Edgar Filing: ENNIS, INC. - Form S-3

ENNIS, INC.  
Form S-3  
November 24, 2004

As filed with the Securities  
and Exchange Commission  
on November 24, 2004

Registration No. 333-

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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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Form S-3

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

Ennis, Inc.

(Exact name of registrant as specified in its charter)

Texas	2761	75-0256410
(State or other	(Primary Standard	(I.R.S. Employer
jurisdiction	Industrial	Identification No.)
of incorporation or	Classification Code	
organization)	Number)	

2441 Presidential Pkwy.	Keith S. Walters
Midlothian, Texas 76065	Chairman, CEO and President
(972) 775-9801	Ennis, Inc.
(Address, including zip code,	2441 Presidential Pkwy.
and telephone number, including	Midlothian, Texas 76065
area code of registrant's	(972) 775-9801
principal executive offices)	(Name, address, including zip
	code, and telephone number,
	including area code, of agent
	for service)

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With copies to:

Norman R. Miller, Esq.  
Paul C. Cancilla, Esq.  
Kirkpatrick & Lockhart LLP  
2828 N. Harwood Street, Suite 1800  
Dallas, Texas 75201-6966  
(214) 939-4900

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Approximate date of commencement of the proposed sale to the public: At such time or times after the effective date of this registration statement as the selling shareholders shall determine.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box: [ ]

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If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415, other than securities offered only in connection with dividend or interest reinvestment plans, please check the following box: ☒ [X]

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering: ☐ [ ]

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐ [ ]

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box: ☐ [ ]

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### CALCULATION OF REGISTRATION FEE

Title of each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share (3)	Proposed Maximum Aggregate Offering Price (3)	Amount of Registration Fee
Common Stock, \$2.50 par value per share (1)	8,981,041 shares (2)	\$19.96	\$179,261,579	\$22,713

- (1) Includes corresponding preferred stock purchase rights that are attached to shares of the registrant's common stock. Those rights entitle holders to purchase Series A Junior Participating Preferred Stock, par value \$10.00 per share, of the registrant upon the occurrence of certain events pursuant to a Rights Agreement dated November 4, 1998, as amended. Prior to the occurrence of such events, the rights are evidenced by the certificates for the common stock and are transferable only with the common stock. Because no separate consideration is paid for the rights, no additional registration fee is required for the rights.
- (2) In the event of a share split, share dividend or similar transaction involving the registrant's common stock, the number of shares registered shall be automatically increased to cover the additional shares in accordance with Rule 416 under the Securities Act of 1933.

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- (3) Estimated pursuant to Rule 457(c) under the Securities Act of 1933, solely for the purposes of calculating the registration fee, upon the basis of the average of the high and low prices of the registrant's common stock as reported on the New York Stock Exchange on November 19, 2004.
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The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with section 8(a) of the Securities Act of 1933, as amended, or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said section 8(a), may determine.

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The information in this prospectus is not complete and may be changed. The selling shareholders may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities, and is not soliciting an offer to buy these securities, in any state where the offer or sale is not permitted.

SUBJECT TO COMPLETION DATED NOVEMBER 24, 2004

PROSPECTUS

ENNIS, INC.

8,981,041 Shares of Common Stock

This prospectus relates to the offer and sale of up to 8,981,041 shares of common stock of Ennis, Inc., a Texas corporation, that may be offered and sold from time to time by the shareholders described in this prospectus under "Selling Shareholders" or by pledges, donees, transferees, assignees or other successors-in-interest that receive any of the shares as a gift, distribution or other non-sale related transfer. As used in this prospectus, "we," "us," "our" and similar expressions refer to Ennis, Inc. and its subsidiaries.

The Selling Shareholders may offer their shares from time to time through or to one or more underwriters, brokers or dealers, on the New York Stock Exchange, in the over-the-counter market at market prices prevailing at the time of sale, in one or more negotiated transactions at prices acceptable to the Selling Shareholders or otherwise. We will not receive any proceeds from the sale of shares by the Selling Shareholders. In connection with any sales, the Selling Shareholders and any underwriters, agents, brokers or dealers participating in such sales may be deemed to be "underwriters" within the meaning of the Securities Act.

We will pay the expenses related to the registration of the shares covered by this prospectus. The Selling Shareholders will pay commissions and selling expenses, if any, incurred by them.

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Our common stock is traded on the New York Stock Exchange under the symbol "EBF." The closing sale price on the New York Stock Exchange on November 22, 2004 was \$20.03 per share.

Investing in the common stock offered by this prospectus involves risk. See "Risk Factors" beginning on page 6.

Our executive offices are located at 2441 Presidential Parkway, Midlothian, Texas 76065, and our telephone number at that address is (972) 775-9801.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this Prospectus is November 24, 2004.

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#### ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement that we filed with the Securities and Exchange Commission ("SEC") using the SEC's shelf registration rules. Under the shelf registration rules, using this prospectus and, if required, one or more prospectus supplements, the Selling Shareholders may sell from time to time, in one or more offerings, the shares of common stock covered by this prospectus. This prospectus also covers certain rights that we have granted to holders of our common stock, including shares issued in the future, to purchase fractions of a share of our Series A Junior Participating Preferred Stock in the event of an acquisition of, or an announced tender offer for, 15% or more of our outstanding common stock. Until such a triggering event occurs, these preferred stock purchase rights are attached to shares of our common stock

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and are neither evidenced by separate certificates nor transferable separately from our common stock. If the rights become exercisable, we will take further action, if required, to register with the SEC the issuance of shares of our Series A Junior Participating Preferred Stock.

A prospectus supplement may add, update or change information contained in this prospectus. We recommend that you read carefully this entire prospectus, especially the section entitled "Documents Incorporated by Reference" beginning on page , and the section entitled "Risk Factors" beginning on page 3, and any supplements before making a decision to invest in our common stock.

On November 19, 2004, we acquired Centrum Acquisition, Inc. through a merger. The business formerly conducted by Centrum Acquisition, Inc. and its subsidiaries is now conducted by our subsidiary, Alstyle Apparel, LLC. As used in this prospectus, "Centrum" refers to Centrum Acquisition, Inc. and "Alstyle" refers to Alstyle Apparel, LLC.

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#### RISK FACTORS

An investment in our common stock involves significant risks. You should consider carefully the following information about these risks, together with the other information contained in this prospectus, including the documents incorporated by reference in this prospectus before buying shares of our common stock. Many of the risks discussed below have affected our business in the past, and many are likely to continue to do so. These risks may materially adversely affect our business, financial condition, operating results or cash flows, or the market price of our common stock. Each of these risk factors could adversely affect the value of an investment in our common stock.

#### Risks Associated with Potential Growth

There are many risks associated with potential acquisitions.

Our business and operating strategy embraces growth. That includes internal, organic as well as external, acquisition-oriented growth scenarios. We intend to continue to evaluate potential acquisitions that we believe will enhance our existing business or enable us to grow. If we acquire other companies or product lines in the future, it may dilute the value of existing shareholders' ownership. We may also incur debt and losses related to the impairment of goodwill and other intangible assets if we acquire another company, and this could negatively impact our results of operations. We currently do not have any definitive agreements to acquire any company or business. Additional risks associated with acquisitions include the following:

