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VERITAS DGC INC
Form S-8
February 26, 2002

As filed with the Securities and Exchange Commission on February 26, 2002

Registration No. 333-

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

VERITAS DGC INC.
(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction of
incorporation or organization)

76-0343152
(I.R.S. Employer Identification Number)

10300 TOWN PARK DRIVE
HOUSTON, TEXAS
(Address of Principal Executive Offices)

77072
(Zip Code)

VERITAS DGC INC. 1997 EMPLOYEE STOCK PURCHASE PLAN
(AS AMENDED AND RESTATED DECEMBER 11, 2001)
(Full title of the plan)

MATTHEW D. FITZGERALD
EXECUTIVE VICE PRESIDENT, CHIEF FINANCIAL OFFICER AND TREASURER
VERITAS DGC INC.
10300 TOWN PARK DRIVE
HOUSTON, TEXAS 77072
(Name and address of agent for service)

(832) 351-8300
(Telephone number, including area code, of agent for service)

Copy to:

FULBRIGHT & JAWORSKI L.L.P.
1301 MCKINNEY, SUITE 5100
HOUSTON, TEXAS 77010
(713) 651-5151
ATTENTION: CHARLES H. STILL

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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 under the Securities Act of 1933, check the following box. [X]

CALCULATION OF REGISTRATION FEE

| TITLE OF SECURITIES TO BE REGISTERED | AMOUNT TO BE REGISTERED | PROPOSED MAXIMUM OFFERING PRICE PER SHARE (1) | PROPOSED MAXIMUM AGGREGATE OFFERING |
|--|-------------------------|---|-------------------------------------|
| Common Stock, \$.01 par value per share(2) | 500,000 shares(3) | \$13.86 | \$6,930,000 |

- (1) Estimated in accordance with Rule 457(c) and (h) solely for the purpose of calculating the registration fee on the basis of the average of the high and low prices of the Common Stock as reported by the New York Stock Exchange on February 20, 2002.
- (2) Includes preferred stock purchase rights associated with the Common Stock. Since no separate consideration is payable for such rights, the registration fee for such securities is included in the fee for the Common Stock.
- (3) Includes an indeterminable number of shares of Common Stock issuable as a result of the anti-dilution provisions of the 1997 Employee Stock Purchase Plan (As Amended and Restated December 11, 2001).

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

This Registration Statement registers additional securities of the same class as other securities for which a registration statement on this Form (Registration No. 333-38377, the "Earlier Registration Statement") relating to the Veritas DGC Inc. 1997 Employee Stock Purchase Plan is effective. Pursuant to Instruction E to Form S-8, the contents of the Earlier Registration Statement are incorporated herein by reference.

ITEM 8. EXHIBITS.

- 4.1 -- Veritas DGC Inc. Employee Stock Purchase Plan (As Amended and Restated December 11, 2001).
- 5.1 -- Opinion of Fulbright & Jaworski L.L.P.
- 23.1 -- Consent of PricewaterhouseCoopers LLP.
- 23.2 -- Consent of Fulbright & Jaworski L.L.P. (included in Exhibit 5.1).
- 24.1 -- Powers of Attorney (contained on page II-3).

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II-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 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on the 21st day of February, 2002.

VERITAS DGC INC.

By: /s/ DAVID B. ROBSON

David B. Robson
Chairman and Chief Executive Officer

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.

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints David B. Robson, Stephen J. Ludlow, Timothy L. Wells, Matthew D. Fitzgerald, Rene M.J. VandenBrand and Larry L. Worden, and each of them, his true and lawful attorney-in-fact and agent, 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 and all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting said attorney-in-fact and agent, and each of them, full power and authority to do and perform each and every act and thing requisite and 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 attorney-in-fact and agent or either of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

| Signature ----- | Title ----- |
|---|--|
| /s/ DAVID B. ROBSON ----- David B. Robson | Chairman of the Board and Chief Executive Officer (Principal Executive Officer) |
| /s/ STEPHEN J. LUDLOW ----- Stephen J. Ludlow | Vice Chairman, Director |
| /s/ TIMOTHY L. WELLS ----- Timothy L. Wells | President and Chief Operating Officer |
| /s/ MATTHEW D. FITZGERALD ----- | Executive Vice President, Chief Financial Officer and Treasurer |

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Matthew D. Fitzgerald

(Principal Financial and Accounting Officer)

/s/ CLAYTON P. CORMIER Director

Clayton P. Cormier

/s/ LAWRENCE C. FICHTNER Director

Lawrence C. Fichtner

/s/ JAMES R. GIBBS Director

James R. Gibbs

/s/ STEVEN J. GILBERT Director

Steven J. Gilbert

/s/ BRIAN F. MACNEILL Director

Brian F. MacNeill

/s/ JAN RASK Director

Jan Rask

II-3

EXHIBIT INDEX

| EXHIBIT NUMBER | DESCRIPTION |
|----------------|--|
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