

NISOURCE INC/DE
Form S-8
August 24, 2005

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

**FORM S-8
Registration Statement
under
The Securities Act of 1933**

NiSource Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

35-2108964
(I.R.S. employer
identification no.)

**801 East 86th Avenue
Merrillville, Indiana 46410**
(Address of principal executive offices, including zip code)
NISOURCE INC. 1994 LONG-TERM INCENTIVE PLAN
(Full title of the plan)

David J. Vajda
Vice President and Treasurer
NiSource Inc.

**801 East 86th Avenue
Merrillville, Indiana 46410**
(Name and address of agent for service)

(219) 647-5520
(Telephone number, including area code, of agent for service)

With a copy to:
Robert J. Minkus
Schiff Hardin LLP
6600 Sears Tower
Chicago, Illinois 60606
(312) 258-5500

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered | Amount to be registered | Proposed maximum offering price per share | Proposed maximum aggregate offering price | Amount of registration fee |
|--|--------------------------------|--|--|-----------------------------------|
| Common Stock, par value \$.01 share (including Common Stock Purchase Rights) | 22,000,000 | \$22.975(1) | \$505,450,000(1) | \$59,491.46(1) |

(1) Estimated on the basis of

\$22.975 per share, the average of the high and low sales prices of the Common Stock as reported on the New York Stock Exchange on August 17, 2005. (See Rules 457(c) and 457(h) of the Securities Act of 1933.)

Pursuant to Rule 416 of the Securities Act of 1933, this Registration Statement shall also cover any additional shares of Common Stock which become issuable under the Plan pursuant to this Registration Statement by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of the Registrant's outstanding shares of Common Stock.

REGISTRATION OF ADDITIONAL SECURITIES EXPLANATORY NOTE

We are filing this registration statement to register an additional 22,000,000 shares of our common stock, par value \$.01 per share (the Common Stock), for issuance under the NiSource Inc. 1994 Long-Term Incentive Plan (the Plan). The increase in the number of shares authorized for issuance under the Plan was approved by our stockholders at our 2005 annual meeting held on May 10, 2005. We previously filed with the Securities and Exchange Commission (i) Post-Effective Amendment No. 12 on Form S-8 to the Registration Statement on Form S-4, dated November 2, 2000 (Reg. Nos. 333-33896 and 333-33896-01) registering 9,340,000 shares of our Common Stock issuable pursuant to the Plan and (ii) a Registration Statement on Form S-8, dated August 7, 2003 (Reg. No. 333-107743), registering an additional 10,000,000 shares of our Common Stock issuable pursuant to the Plan (collectively, the Prior Registration Statements). Pursuant to General Instruction E to Form S-8, the contents of the Prior Registration Statements are incorporated herein by reference.

**PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

All information required in this Registration Statement not included in the exhibits attached hereto or set forth on the signature page is set forth in the Prior Registration Statements, the contents of which are incorporated herein by reference pursuant to General Instruction E to Form S-8.

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant are incorporated herein by reference:

- (a) The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2004;
- (b) All other reports filed by the Registrant pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 since the end of 2004; and
- (c) The description of the Registrant's Common Stock and Rights contained in the Registrant's Joint Proxy Statement/Prospectus dated April 24, 2000.

All documents subsequently filed by the Registrant 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 hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein to be a part hereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement herein, or in any subsequently filed document which also is or is deemed to be incorporated by reference, modifies or supersedes such statement. Any statement

so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

Item 5. Interests Of Named Experts And Counsel.

Schiff Hardin LLP, Chicago, Illinois, acting on behalf of the Registrant, has passed upon the validity of the securities offered hereby. Peter V. Fazio, Jr., a partner of the firm who also serves as Executive Vice President and General Counsel of the Registrant, holds approximately 11,400 shares of the Registrant's common stock.

Item 8. Exhibits.

The Exhibits filed herewith are set forth on the Exhibit Index filed as part of this Registration Statement.

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all 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 Town of Merrillville, State of Indiana, on August 23, 2005.

NiSource Inc.
(Registrant)

By /s/ Robert C. Skaggs, Jr.

Robert C. Skaggs, Jr.
President and Chief Executive Officer

POWER OF ATTORNEY

Know All Persons By These Presents, that each person whose signature appears below constitutes and appoints Michael W. O Donnell, Jeffrey W. Grossman or David J. Vajda or any one of them his or her true lawful attorney-in-fact and agent with full power of substitution and re-substitution for him or her and in his or her name, place and stead, in any and all capacities, to sign any or 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 or necessary to be done in and about the premises, to all intents and purposes and as fully as they might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or his substitute 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 below by the following persons in the capacities and on the dates indicated.

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|--------------------------|--|-----------------|
| /s/ Robert C Skaggs, Jr. | President, Chief Executive Officer (Principal Executive Officer) and | |
| Robert C Skaggs, Jr. | Director | August 23, 2005 |
| /s/ Michael W. O Donnell | Executive Vice President and Chief Financial Officer (Principal Financial | |
| Michael W. O Donnell | Officer) | August 23, 2005 |

| | | |
|-------------------------|--------------------------------|-----------------|
| /s/Jeffrey W. Grossman | Vice President and Controller | |
| Jeffrey W. Grossman | (Principal Accounting Officer) | August 23, 2005 |
| /s/ Gary L. Neale | Director | August 23, 2005 |
| Gary L. Neale | | |
| /s/Steven C. Beering | Director | August 23, 2005 |
| Steven C. Beering | | |
| /s/Steven R. McCracken | Director | August 23, 2005 |
| Steven R. McCracken | | |
| /s/Ian M. Rolland | Director | August 23, 2005 |
| Ian M. Rolland | | |
| /s/ John W. Thompson | Director | August 23, 2005 |
| John W. Thompson | | |
| /s/ Richard L. Thompson | Director | August 23, 2005 |
| Richard L. Thompson | | |
| /s/ Robert J. Welsh | Director | August 23, 2005 |
| Robert J. Welsh | | |
| /s/ Roger A. Young | Director | August 23, 2005 |
| Roger A. Young | | |

INDEX TO EXHIBITS

**Exhibit
Number**

Exhibit

- | | |
|------|--|
| 4 | Rights Agreement between NiSource Inc. and ChaseMellon Shareholder Services, L.L.C., as rights agent, dated November 1, 2000 (incorporated by reference to Exhibit 4.1 to the NiSource Inc. Current Report on Form 8-K filed November 1, 2000) |
| 5 | Opinion of Schiff Hardin LLP |
| 23.1 | Consent of Deloitte & Touche LLP |
| 23.2 | Consent of Schiff Hardin LLP (included in Exhibit 5) |
| 24 | Power of Attorney (set forth on the signature page). |