

UST INC
Form S-8 POS
May 09, 2003

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As filed with the Securities and Exchange Commission on May 9, 2003
Registration No. 333-60698

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

**POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8**

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

UST INC.

(Exact name of registrant as specified in its charter)

| | |
|---|---|
| Delaware | 06-1193986 |
| _____ (State of incorporation) | _____ (I.R.S. employer identification no.) |
| 100 West Putnam Avenue Greenwich, Connecticut | 06830 |
| _____ (Address of principal executive offices) | _____ (Zip code) |

2001 Stock Option Plan/Amended and Restated Stock Incentive Plan
(Full title of the plan)

Richard H. Verheij, Esq.
Executive Vice President and General Counsel
UST Inc.
100 West Putnam Avenue
Greenwich, Connecticut 06830
(203) 661-1100

(Name, address and telephone number, including area code, of agent for service)
With Copies to:

David J. Friedman, Esq.
Skadden, Arps, Slate, Meagher & Flom LLP
Four Times Square
New York, New York 10036
(212) 735-2218

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Item 8. Exhibits

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EX-23.1: CONSENT OF ERNST & YOUNG LLP

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Name Change

The purpose of this Post-Effective Amendment No. 1 to Registration Statement No. 333-60698 (the Post-Effective Amendment) is to reflect the amendment and restatement of the 2001 Stock Option Plan and its name change to the Amended and Restated Stock Incentive Plan.

Explanatory Note

On May 11, 2001, UST Inc., a Delaware corporation (the Registrant), filed a Registration Statement on Form S-8 (Registration No. 333-60698) registering 6,000,000 shares of common stock, par value \$0.50 per share (the Common Stock), for issuance in accordance with the terms of Registrant s 2001 Stock Option Plan. Such registration statement is incorporated herein by reference. On February 20, 2003, Registrant s Board of Directors approved, subject to stockholder approval at the May 6, 2003 Annual Meeting of stockholders, the amendment and restatement of the 2001 Stock Option Plan as the Amended and Restated Stock Incentive Plan providing for, in addition to the grant of stock options, additional equity-based awards including restricted stock, performance stock and stock units. On May 6, 2003, stockholders approved the adoption of the Amended and Restated Stock Incentive Plan.

Item 8. Exhibits

The following exhibits are filed as part of this Post-Effective Amendment or incorporated herein by reference.

| Exhibit No. | Description |
|--------------------|---|
| 4.1 | UST Inc. Amended and Restated Stock Incentive Plan, incorporated herein by reference to Appendix II to Registrant s 2003 Notice of Annual Meeting and Proxy Statement dated March 27, 2003. |
| 23.1 | Consent of Ernst & Young LLP, independent auditors. |

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 Post-Effective Amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Greenwich, State of Connecticut, on the 6th day of May, 2003.

UST INC.
(Registrant)

By /s/ Vincent A. Gierer, Jr.

Name: Vincent A. Gierer, Jr.
Title: Chairman of the Board,
Chief Executive Officer
and President

Pursuant to the requirements of the Securities Act, this Post Effective Amendment has been signed below by the following persons on behalf of Registrant and in the capacities indicated on May 6, 2003.

| <u>Signature</u> | <u>Title</u> |
|---|--|
| <u>/s/ Vincent A. Gierer, Jr.</u> Vincent A. Gierer, Jr. | Chairman of the Board, Chief Executive Officer and President; Director (Principal Executive Officer) |
| <u>/s/ Robert T. D Alessandro</u> Robert T. D Alessandro | Senior Vice President and Chief Financial Officer (Principal Financial Officer) |
| <u>/s/ James D. Patracuolla</u> James D. Patracuolla | Vice President and Controller (Principal Accounting Officer) |
| <u>/s/ John P. Clancey</u> John P. Clancey | Director |
| <u>/s/ Edward H. DeHority, Jr.</u> Edward H. DeHority, Jr. | Director |
| <u>Patricia Diaz Dennis</u> | Director |
| <u>/s/ Elaine J. Eisenman</u> Elaine J. Eisenman | Director |
| <u>/s/ Edward T. Fogarty</u> Edward T. Fogarty | Director |

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/s/ Joseph E. Heid

Director

Joseph E. Heid

/s/ Peter J. Neff

Director

Peter J. Neff

/s/ Lowell P. Weicker, Jr.

Director

Lowell P. Weicker, Jr.

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