

Edgar Filing: INDEPENDENCE HOLDING CO - Form S-8

INDEPENDENCE HOLDING CO

Form S-8

August 20, 2004

As filed with the Securities and Exchange Commission on August 20, 2004
Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Independence Holding Company
(Exact name of registrant as specified in its charter)

Delaware

(State or Other Jurisdiction of
Incorporation or Organization)

58-1407235

(I.R.S. Employer
Identification Number)

96 Cummings Point Road
Stamford, Connecticut 06902
(Address of Principal Executive Offices)

Independence Holding Company
2003 Stock Incentive Plan
(Full Title of the Plan)

David Kettig
Vice President -- Legal and Secretary
Independence Holding Company
96 Cummings Point Road
Stamford, Connecticut 06902
(Name and Address of Agent for Service)

(203) 358-8000
(Telephone Number, Including Area
Code, of Agent for Service)

CALCULATION OF REGISTRATION FEE

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| 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 \$1.00 per share) | 280,000 | \$19.51 | \$5,462,800 | \$692.14 |

- (1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) under the Securities Act of 1933, as amended. The Proposed Maximum Offering Price Per Share is based upon the average of the high and low prices of Registrant's common stock on the Nasdaq National Market on August 18, 2004, which is within five (5) business days prior to the date of this Registration Statement.

THIS REGISTRATION OF ADDITIONAL SECURITIES RELATES BACK TO THE REGISTRATION STATEMENT FILED JULY 30, 2004 BY THE REGISTRANT ON FORM S-8 (NO. 333-117792) AND THE CONTENTS THEREOF ARE INCORPORATED HEREIN BY REFERENCE.

These additional securities are being registered to reflect the 80% stock dividend announced by the Registrant on June 9, 2004 and given effect on July 2, 2004, to holders of record as of June 18, 2004.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

| Exhibit Number | Description |
|----------------|---|
| 5.1 | Opinion of Kramer Levin Naftalis & Frankel LLP (including consent). |
| 23.1 | Consent of KPMG LLP. |
| 23.2 | Consent of Kramer Levin Naftalis & Frankel LLP (included in Exhibit 5.1 above). |
| 24.1 | Power of Attorney (contained in Signature Page hereto). |

SIGNATURES

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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 Stamford, State of Connecticut on this 20th day of August, 2004.

Independence Holding Company

By: /s/ Roy T. K. Thung

Name: Roy T. K. Thung
Title: President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Roy T. K. Thung his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all 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 and necessary to be done in and about the premises, as fully for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute or substitutes, 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 by the following persons in the capacities and on the dates indicated.

| Signature | Title(s) | Date |
|-----------------------|--|-----------------|
| /s/ Roy T. K. Thung | President and Chief Executive Officer (Principal Executive Officer) | August 20, 2004 |
| Roy T. K. Thung | | |
| /s/ Teresa A. Herbert | Vice President and Chief Financial Officer (Principal Financial and Accounting Officer) | August 20, 2004 |
| Teresa A. Herbert | | |

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| | | |
|-------------------------|----------------------------|-----------------|
| /s/ Larry R. Graber | Director | August 20, 2004 |
| ----- | | |
| Larry R. Graber | | |
| /s/ Allan C. Kirkman | Director | August 20, 2004 |
| ----- | | |
| Allan C. Kirkman | | |
| /s/ Steven B. Lapin | Director and Vice Chairman | August 20, 2004 |
| ----- | | |
| Steven B. Lapin | | |
| /s Edward Netter | Director and Chairman | August 20, 2004 |
| ----- | | |
| Edward Netter | | |
| /s/ Robert P. Ross, Jr. | Director | August 20, 2004 |
| ----- | | |
| Robert P. Ross, Jr. | | |
| /s/ James G. Tatum | Director | August 20, 2004 |
| ----- | | |
| James G. Tatum | | |

EXHIBIT INDEX

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