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COMMERCE BANCORP INC /NJ/  
Form S-8  
July 10, 2003

As filed with the Securities and Exchange Commission on July 10, 2003

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

FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

COMMERCE BANCORP, INC.  
(Exact name of registrant as specified in its charter)

New Jersey

22-2433468

(State of Incorporation)

(I.R.S. Employer Identification No.)

COMMERCE ATRIUM  
1701 Route 70 East  
Cherry Hill, NJ 08034  
(Address of principal executive offices)

1998 Stock Option Plan for Non-Employee Directors  
(Full title of the plans)

Douglas J. Pauls  
Senior Vice President and Chief Financial Officer  
Commerce Bancorp, Inc.  
1701 Route 70 East  
Cherry Hill, NJ 08034  
856.751.9000  
(Name, address, including zip code, and telephone number, including area code,  
of agent for service)

Copies of Communications To:

Lawrence R. Wiseman, Esquire  
Loretta A. Damron, Esquire  
Blank Rome LLP  
One Logan Square  
Philadelphia, PA 19103  
215.569.5500

CALCULATION OF REGISTRATION FEE

Title of Securities To be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price per Share	Proposed Maximum Aggregate Offering Price
Common Stock, par value \$1.00 per share	500,000	\$40.32 (2)	\$20,157,500.00 ( )

(1) This registration statement also relates to an indeterminate number of shares of Common Stock that may be issued upon stock splits, stock dividends or similar transactions in accordance with Rule 416.

(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and (h) (1) of the Securities Act of 1933, as amended, based upon the average of high and low prices of Registrant's Common Stock as reported on the New York Stock Exchange on July 9, 2003.

Rule 429 Legend: The prospectus which will be used in connection with the sale of the securities covered by this registration statement issued pursuant to the Commerce Bancorp, Inc. 1998 Stock Option Plan for Non-Employee Directors will also be used in connection with the sale of securities covered in the Registration Statement on Form S-8 (Registration No. 333-57497) filed with the Securities and Exchange Commission ("SEC") on June 23, 1998.

INTRODUCTION

The purpose of this Registration Statement is to register additional shares of Commerce Bancorp, Inc.'s (the "Registrant" or the "Company") common stock, par value \$1.00 per share ("Common Stock"), for issuance pursuant to the 1998 Stock Option Plan for Non-Employee Directors (the "Plan"), and consists only of those items required by General Instruction E to Form S-8.

INCORPORATION OF  
PREVIOUSLY FILED REGISTRATION STATEMENT

Pursuant to General Instruction E to Form S-8, the contents of Registration Statement No. 333-57497, filed with the SEC on June 23, 1998, are incorporated herein by reference.

PART II

INFORMATION REQUIRED IN REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents, which the Company has previously filed with the Securities and Exchange Commission, are incorporated herein by reference and made a part hereof:

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- (a) The Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2002, filed with the Securities and Exchange Commission on March 31, 2003.
- (b) The Company's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2003, filed with the Securities and Exchange Commission on May 15, 2003.
- (c) Current Report on Form 8-K filed with the Securities and Exchange Commission on April 11, 2003.
- (d) Current Report on Form 8-K filed with the Securities and Exchange Commission on April 29, 2003.
- (e) All other reports filed by the Company pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 since the end of the fiscal year ended December 31, 2002.
  
- (f) The description of the Company's Common Stock contained in the Company's Registration Statement on Form S-4 (File No. 333-16263) filed with the Commission on November 15, 1996, including any amendment or report filed for the purpose of updating such description.

All documents filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment hereto which indicates that all securities offered hereunder have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents.

For purposes of this Registration Statement, any statement contained herein or in a document incorporated or deemed to be incorporated herein by reference shall be deemed to be modified or superseded to the extent that a statement contained herein or in any other subsequently filed document that also is or is deemed to be incorporated herein by reference modifies or supersedes such statement in such document. 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 8. EXHIBITS

Exhibit Number

- 5.1 Opinion of Blank Rome LLP
- \* 10.1 Commerce Bancorp, Inc. 1998 Stock Option Plan for Non-Employee Directors (A)
- 23.1 Consent of Blank Rome LLP (included in Exhibit 5.1)
- 23.2 Consent of Ernst & Young LLP
- 24.1 Power of Attorney (included on signature pages)

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(A) Incorporated by reference from the Company's Registration Statement on

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Form S-8 filed June 23, 1998 (Registration No. 333-57497).

\* Management contract or compensation plan or arrangement.

SIGNATURES AND POWER OF ATTORNEY

Pursuant to the requirements of the Securities Act of 1933, as amended, the Company 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 Cherry Hill, New Jersey, on the date indicated.

COMMERCE BANCORP, INC.

Date: July 9, 2003

By: /S/VERNON W. HILL, II

-----  
Vernon W. Hill, II  
Chairman of the Board and President

Each person whose signature appears below hereby authorizes VERNON W. HILL, II or ROBERT C. BECK and each of them, as Attorney-in-fact, to file one or more Amendments, including Post-Effective Amendments, to this Registration Statement, which Amendments may make such changes as VERNON W. HILL or ROBERT C. BECK deem appropriate, and each person whose signature appears below, individually and in each capacity stated below, hereby appoints VERNON W. HILL, II or ROBERT C. BECK as attorney-in-fact to execute in his name and on his behalf any such Amendments to this Registration Statement.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

SIGNATURE -----	CAPACITY -----
/S/VERNON W. HILL, II ----- VERNON W. HILL, II	Chairman of the Board, President and Director (principal executive officer)
/S/ROBERT C. BECK ----- ROBERT C. BECK	Secretary and Director
/S/DONALD T. DIFRANCESCO ----- DONALD T. DIFRANCESCO	Director
/S/JACK R BERSHAD ----- JACK R BERSHAD	Director

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/S/MORTON N. KERR ----- MORTON N. KERR	Director
/S/STEVEN M. LEWIS ----- STEVEN M. LEWIS	Director
/S/GEORGE E. NORCROSS, III ----- GEORGE E. NORCROSS, III	Director
/S/DANIEL J. RAGONE ----- DANIEL J. RAGONE	Director
/S/WILLIAM A. SCHWARTZ JR. ----- WILLIAM A. SCHWARTZ JR.	Director
----- JOSEPH T. TARQUINI JR.	Director
----- FRANK C. VIDEON SR.	Director
/S/DOUGLAS J. PAULS ----- DOUGLAS J. PAULS	Senior Vice President and Chief Financial Officer (principal financial and accounting officer)

EXHIBIT INDEX

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