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GEORGIA PACIFIC CORP
Form S-8 POS
March 30, 2001

As filed with the Securities and Exchange Commission on March 30, 2001.

Registration No. 333-44112

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 2 ON FORM S-8
TO FORM S-4
REGISTRATION STATEMENT
UNDER THE
SECURITIES ACT OF 1933

GEORGIA-PACIFIC CORPORATION
(Exact name of Registrant as specified in its charter)

Georgia
(State or other jurisdiction of
incorporation or organization)

93-0432081
(IRS Employer Identification No.)

133 Peachtree Street, N.E.
Atlanta, Georgia 30303
(404) 652-4000
(Address, including zip code and telephone
number, including area code of
Registrant's principal executive offices)

GEORGIA-PACIFIC CORPORATION - GEORGIA-PACIFIC GROUP
CANADIAN EMPLOYEES STOCK PURCHASE PLAN

(Full Title of the Plan)

Kenneth F. Khoury, Esq.
Vice President, Deputy General Counsel and Secretary
Georgia-Pacific Corporation
133 Peachtree Street, N.E.
Atlanta, Georgia 30303
(404) 652-4000
(Name, address, including zip code and telephone
number, including area code of agent for service)

INTRODUCTION

This Post-Effective Amendment No. 2 on Form S-8 to Georgia-Pacific Corporation's (the "Corporation") Registration Statement on Form S-4 relates to 8,753 shares of the Corporation's Georgia-Pacific Group Common Stock, par value \$.80 per share ("G-P Group Stock"). Such shares are issuable under the Georgia-Pacific Corporation - Georgia-Pacific Group Canadian Employees Stock Purchase Plan (the "Plan"). The Corporation assumed sponsorship of the Plan at the

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effective time of its acquisition of Fort James Corporation ("FJ"). The shares of G-P Group Stock issuable under the Plan were originally registered on the Corporation's Registration Statement on Form S-4 to which this is an amendment. Accordingly, the Corporation has paid the registration fee with respect to such shares at the time of the original filing of the Registration Statement on Form S-4. Pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the "Securities Act") this Post-Effective Amendment also covers an indeterminate amount of interests to be offered or sold pursuant to the Plan.

EXPLANATORY STATEMENT

Pursuant to an Agreement and Plan of Merger, dated as of July 16, 2000 (the "Merger Agreement"), among the Corporation, Fenres Acquisition Corporation ("Fenres"), and FJ, among other things, (i) the Corporation through its wholly owned subsidiary, Fenres, exchanged \$29.60 in cash and .2644 shares of G-P Group Stock for each outstanding share of Fort James Common Stock, par value \$.10 per share ("FJ Stock"), (ii) following the Exchange Offer, Fenres merged with and into FJ, and Fenres' separate corporate existence ceased, and FJ continued as the surviving corporation and as a wholly owned subsidiary of the Corporation, (iii) each share of FJ Stock, issued and outstanding immediately prior to the Effective Time, and not converted in the Exchange Offer, was converted into the right to receive \$29.60 in cash and .2644 shares of G-P Group Stock, and (iv) at the Effective Time, shares of G-P Group Stock, rather than shares of FJ Stock, became issuable pursuant to the Plan.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information.

Not required to be filed.

Item 2. Registration Information and Employee Plan Annual Information.

Not required to be filed.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

Georgia-Pacific Corporation (the "Corporation") hereby incorporates by reference into this Registration Statement the documents listed below which have been filed with the Securities and Exchange Commission (the "Commission"):

- (a) The Corporation's Annual Report on Form 10-K for the fiscal year ended December 30, 2000;
- (b) The Annual Report on Form 11-K for the year ended December 31, 2000 of the Georgia-Pacific Corporation - Georgia-Pacific Group Canadian Employees Stock Purchase Plan;
- (c) The Corporation's Current Reports on Form 8-K dated March 2, 2001 and March 15, 2001;
- (d) The description of the Georgia-Pacific Group Stock set forth in the Corporation's registration statements filed by the Corporation pursuant to Section 12 of the Securities Exchange Act of 1934, including any amendment or report filed for purposes of updating any such description, as filed on October 29, 1997, November 7,

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1997, and June 23, 1999; and

- (e) Annual Reports on Form 11-K subsequently filed by the Georgia-Pacific Corporation - Georgia-Pacific Group Canadian Employees Stock Purchase Plan pursuant to Sections 13(a) or 15(d) of the Securities Exchange Act of 1934 (the "Exchange Act"), and all reports and documents subsequently filed by the Corporation pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment that indicates that all securities offered hereby have been sold or that deregisters all such securities then remaining unsold.

Any statement contained in a document incorporated or deemed incorporated herein by reference shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document that also is, or is deemed to be, incorporated herein 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 part of this Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interest of Named Experts and Counsel.

The validity of the shares of Georgia-Pacific Group Common Stock is being passed upon by Kenneth F. Khoury, Vice President, Deputy General Counsel, and Secretary of the Corporation. Kenneth F. Khoury is an officer of, and receives compensation from, the Corporation.

Item 6. Indemnification of Directors and Officers.

Subsection (a) of Section 14-2-851 of the Georgia Business Corporation Code ("GBCC") provides that a corporation may indemnify a director against liability incurred (a) in a civil proceeding (1) if, in the case of conduct in such director's capacity as a director, the conduct was in good faith and reasonably believed by such director to be in the best interests of the corporation, and (2) if, in all other cases, such director's conduct was at least not opposed to the best interests of the corporation; and (b) in a criminal proceeding, if the director had no reasonable cause to believe such conduct was unlawful. Subsection (d) of Section 14-2-851 of the GBCC provides that a corporation may not indemnify a director in connection with a proceeding by or in the right of the corporation, except for reasonable expenses incurred in connection with the proceeding if it is determined that the director has met the relevant standard of conduct under Section 14-2-851, or in connection with any proceeding with respect to conduct for which such director was adjudged liable on the basis that personal benefit was improperly received by such director, whether or not involving action in such director's capacity as a director. Notwithstanding the foregoing, pursuant to Section 14-2-854 of the GBCC, an appropriate court may order a corporation to indemnify a director if such court determines, in view of all the relevant circumstances, that it is fair and reasonable to indemnify the director even if the director has not met the relevant standard of conduct set forth Section 14-2-851 of the GBCC, failed to comply with Section 14-2-853 of the GBCC, or was adjudged liable in a proceeding referred to in paragraph (1) or (2) of subsection (d) of Section 14-2-851 of the GBCC, but if the director was adjudged so liable, the indemnification shall be limited to reasonable expenses incurred in connection with the proceeding.

Section 14-2-852 of the GBCC provides that, a corporation shall indemnify a director who was wholly successful, on the merits or otherwise, in the defense

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of any proceeding to which such director was a party because such director was a director of the corporation, against reasonable expenses incurred by the director in connection with the proceeding.

Section 14-2-857 of the GBCC provides that a corporation may indemnify and advance expenses to an officer of the corporation who is a party to a proceeding because such person is an officer of the corporation to the same extent as a director. If the officer is not a director, (or if the officer is a director but the sole basis on which such person is made a party to the proceeding is an act or omission solely as an officer) to such further extent as may be provided by the articles of incorporation, the bylaws, a resolution of the board of directors, or contract except for liability arising out of conduct that constitutes (1) appropriation, in violation of such person's duties, of any business opportunity of the corporation, (2) acts or omissions that involve intentional misconduct or a knowing violation of law, or (3) receipt of an improper personal benefit. An officer of a corporation who is not a director is entitled to mandatory indemnification under Section 14-2-852 of the GBCC and may apply to a court under Section 14-2-854 of the GBCC for indemnification or advances for expenses, in each case to the same extent to which a director may be entitled to indemnification or advances for expenses under those provisions. Finally, a corporation may also indemnify and advance expenses to an employee or agent who is not a director to the extent, consistent with public policy, that may be

provided by its articles of incorporation, bylaws, general or specific action by its board of directors or contract.

In accordance with the Corporation's restated Articles of Incorporation, as amended, a director of the Corporation is not liable to the Corporation or its shareholders for monetary damages for any action taken, or any failure to take any action, as a director, except for liability related to (1) any appropriation of any business opportunity of the Corporation, (2) acts or omissions that involve intentional misconduct or a willful violation of law or (3) any transactions from which the director received an improper personal benefit.

In accordance with the Corporation's restated Bylaws, every person (and the heirs and personal representatives of such person) who is or was a director, officer, employee or agent of the Corporation, or of any other corporation, partnership, joint venture, trust or other enterprise in which such person served as such at the request of the Corporation, shall be indemnified by the Corporation against any and all liability and expenses (including, without limitation, counsel fees and disbursements, and amounts of judgments, fines or penalties against, or amounts paid in settlement by, a director, officer, employee or agent) actually and reasonably incurred by such person in connection with or resulting from any threatened, pending or completed claim, action, suit or proceeding, whether civil, criminal, administrative or investigative or in connection with any appeal relating thereto, in which such person may become involved, as a party or otherwise, or with which such person may be threatened, by reason of being or having been a director, officer, employee or agent of the Corporation or such other corporation, partnership, joint venture, trust or other enterprise, or by reason of any action taken or omitted by such person in such person's capacity as such director, officer, employee or agent whether or not such person continues to be such at the time such liability or expense shall have been incurred.

Every person (and the heirs and personal representatives of such person), to the extent that such person has been successful on the merits or otherwise with respect to any claim, action, matter, suit or proceeding is entitled to indemnification, as of right, for expenses (including attorney's fees) actually and reasonable incurred by such person in connection therewith. Except as provided in the preceding sentence, upon receipt of a claim for indemnification

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under the Corporation's restated Bylaws, the Board of Directors of the Corporation shall, if the claim is made by a director or officer of the Corporation, determine whether the claimant met the applicable standard of conduct as set forth in paragraphs (A) and (B) below. If such determination has not been made within 90 days after the claim is asserted, the claimant shall have the right to require that the determination be submitted to the shareholders at the next regular meeting of shareholders by vote of a majority of the shares entitled to vote thereon. If a claim is made by a person who is not a director or officer of the Corporation, the appropriate officers of the Corporation shall determine, subject to applicable law, the manner in which there shall be made the determination as to whether the claimant met the applicable standard of conduct as set forth in paragraphs (A) and (B) below. In the case of each claim for indemnification, the Corporation shall pay the claim to the extent the determination is favorable to the person making the claim.

- (A) In the case of a claim, action, suit or proceeding other than by or in the right of the Corporation to procure a judgment in its favor, the director, officer, employee or

agent must have acted in a manner reasonably believed to be in or not opposed to the best interests of the Corporation, and, in addition, in any criminal action or proceeding, had no reasonable cause to believe that the conduct was unlawful. In addition, any director seeking indemnification must not have been adjudged liable on the basis that any personal benefit was received by such person.

- (B) In the case of a claim, action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor, the director, officer, employee or agent must have acted in good faith in a manner reasonably believed to be in or not opposed to the best interests of the Corporation; provided, however, that no indemnification shall be made (1) with regard to any claim, issue or matter as to which such director, officer, employee or agent shall have been adjudged to be liable to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine that, despite the adjudication of liability but in view of all the circumstances of the case, such director, officer, employee or agent is fairly and reasonably entitled to indemnity for such expenses that the court shall deem proper, or (2) for amounts paid, or expenses incurred, in connection with the defense or settlement of any such claim, action, suit or proceeding, unless a court of competent jurisdiction has approved indemnification with regard to such amounts or expenses.

Pursuant to the Corporation's restated Bylaws, expenses incurred by any person who is or was a director, officer, employee or agent of the Corporation with respect to any claim, action, suit or proceeding of the character described in the first sentence of the preceding paragraph shall be advanced by the Corporation prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount if it shall be ultimately determined that such person is not entitled to indemnification. Indemnification and advancement of expenses pursuant to the Corporation's restated Bylaws is not exclusive of any rights to which any such director, officer, employee or other person may otherwise be entitled by contract or by law.

The Corporation carries insurance policies insuring its liability to officers and directors under the foregoing indemnity and insuring its officers and directors against liability incurred in their capacity as such.

Item 7. Exemption from Registration Claimed.

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Not applicable.

Item 8. Exhibits.

Exhibit No. Description

- 4.1(i) Restated Rights Agreement, dated as of December 16, 1997, between Georgia-Pacific Corporation and First Chicago Trust Company of New York, with form of Georgia-Pacific Group Rights Certificate attached as
- Exhibit A-1, form of Timber Group Rights Certificate attached as Exhibit A-2, Series B Preferred Stock Designation attached as Exhibit B-1 and Series C Preferred Stock Designation attached as Exhibit B-2 (Filed as Exhibit 8 to the Corporation's Registration Statement on Form 8-A as filed with the Commission on November 26, 1997, and incorporated herein by this reference thereto).
- 4.1(ii) Amendment No. 1 to the Amended and Restated Rights Agreement, effective November 8, 1999 (Filed as Exhibit 4.3(ii) to the Corporation's Annual Report on Form 10-K for the year ended January 1, 2000, and incorporated herein by this reference thereto).
- 4.1(iii) Amendment No. 2 to the Amended and Restated Rights Agreement, effective July 18, 2000 (Filed as Exhibit 4.1 to the Corporation's Quarterly Report on Form 10-Q for the quarter ended July 1, 2000, and incorporated herein by this reference thereto).
- 4.2(i) Indenture, dated as of March 1, 1983, between Georgia-Pacific Corporation and The Chase Manhattan Bank (National Association), Trustee (Filed as Exhibit 4.4(i) to the Corporation's Annual Report on Form 10-K for the year ended December 31, 1996, and incorporated herein by this reference thereto).
- 4.2(ii) First Supplemental Indenture, dated as of July 27, 1988, among Georgia-Pacific Corporation, The Chase Manhattan Bank (National Association), Trustee, and Morgan Guaranty Trust Company of New York (Filed as Exhibit 4.4(ii) to the Corporation's Annual Report on Form 10-K for the year ended December 31, 1996, and incorporated herein by this reference thereto).
- 4.2(iii) Agreement of Resignation, Appointment and Acceptance, dated as of January 31, 1992 by and among Georgia-Pacific Corporation, Morgan Guaranty Trust Company of New York and The Bank of New York, as Successor Trustee (Filed as Exhibit 4.4(iii) to the Corporation's Annual Report on Form 10-K for the year ended December 31, 1996, and incorporated herein by this reference thereto).
- 4.3 Form of Purchase Contract Agreement relating to Stock Purchase Contracts and Stock Purchase Units (Filed as Exhibit 4(p) to the Corporation's Registration Statement on Form S-3, as filed with the Commission on June 30, 1999, and incorporated herein by this reference thereto).
- 4.4 Form of Pledge Agreement for Stock Purchase Contracts and Stock Purchase Units (Filed as Exhibit 4(q) to the Corporation's Registration Statement on Form 8-A relating to File No.333-80757 as filed with

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Commission on June 25, 1999, and incorporated herein by this reference thereto).

- 4.5 Form of Remarketing Agreement between Georgia-Pacific Corporation and Morgan Stanley & Co. Incorporated (Filed as Exhibit 4(u) to the Corporation's Registration Statement on Form S-3, as filed with the Commission on June 30, 1999, and incorporated herein by this reference thereto).
- 4.6 Second Supplemental Indenture among Georgia-Pacific Corporation, Fort James Corporation, and The Bank of New York, dated February 19, 2001.
- 4.7 Form of Stock Purchase Units (included as Exhibits A and B of Exhibit 4.3) (Filed as Exhibit 4(v) to the Corporation's Registration Statement on Form S-3, as filed with the Commission on June 30, 1999, and incorporated herein by this reference thereto).
- 4.8 In reliance upon Item 601(b)(4)(iii) of Regulation S-K, various instruments defining the rights of holders of long-term debt of the Corporation are not being filed herewith because the total of securities authorized under each such instrument does not exceed 10% of the total assets of the Corporation. The Corporation hereby agrees to furnish a copy of any such instrument to the Commission upon request.
- 5 Opinion of Kenneth F. Khoury.
- 23.1 Consent of Arthur Andersen LLP.
- 23.2 Consent of PricewaterhouseCoopers LLP.
- 23.3 Consent of Kenneth F. Khoury.
- 24 Powers of Attorney (Included on the signature page of the Corporation's Registration Statement on Form S-4 filed with the Commission on August 18, 2000, and incorporated herein by this reference thereto).
- 99 Georgia-Pacific Corporation - Georgia-Pacific Group Canadian Employees Stock Purchase Plan

Item 9. Undertakings.

The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

- (i) To include any prospectus required by section 10(a)(3) of the Securities Act;
- (ii) To reflect in the prospectus any facts or events arising after the effective date of this Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the

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information set forth in this Registration Statement;

- (iii) To include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change to such information in this Registration Statement;

provided, however, that paragraphs (1)(i) and (1)(ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the Registrant pursuant to section 13 or section 15(d) of the Exchange Act that are incorporated by reference in this Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of this offer.

(4) That, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 13(d) of the Exchange Act) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

The Registrant. Pursuant to the requirement of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable ground to believe that it meets all of the requirements for filing this Post-Effective Amendment No. 2 on Form S-8 to the Corporation's Registration Statement on Form S-4 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Atlanta, State of Georgia, on this 30th day of March, 2001.

GEORGIA-PACIFIC CORPORATION

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By: /s/ Danny W. Huff

Danny W. Huff
Executive Vice President - Finance
And Chief Financial Officer

The Plan. Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the Plan) have duly caused this Post-Effective Amendment No. 2 on Form S-8 to the Corporation's Registration Statement on Form S-4 to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Atlanta, State of Georgia, on this 30th day of March, 2001.

GEORGIA-PACIFIC CORPORATION
GEORGIA-PACIFIC GROUP CANADIAN EMPLOYEES
STOCK PURCHASE PLAN

By: /s/ Patricia A. Barnard

Patricia A. Barnard
Executive Vice President -
Human Resources

POWER OF ATTORNEY

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

Signature	Title	Date
/s/ A.D. Correll ----- A.D. Correll	Director, Chairman, Chief Executive Officer and President (Principal Executive Officer)	March 30, 2001
/s/ Danny W. Huff ----- Danny W. Huff	Executive Vice President - Finance and Chief Financial Officer (Principal Financial Officer)	March 30, 2001
----- James E. Terrell	Vice-President and Controller (Principal Accounting Officer)	
* ----- James S. Balloun	Director	
----- Barbara L. Bowles	Director	

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* Director

Robert Carswell

Director

Worley H. Clark, Jr.

* Director

Jane Evans

Director

Donald V. Fites

Director

Harvey C. Fruehauf, Jr.

Director

Richard V. Giordano

* Director

David R. Goode

Director

M. Douglas Ivester

* Director

James P. Kelly

* Director

Louis W. Sullivan, M.D.

* Director

James B. Williams

/s/ Danny W. Huff

Danny W. Huff

March 30, 2001

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As Attorney-in-Fact for Directors or Officers by whose names an asterisk appears.

INDEX TO EXHIBITS

Exhibit No.	Sequentially Number	Description
5		Opinion of Kenneth F. Khoury, Esq.
23.1		Consent of Arthur Andersen LLP.
23.2		Consent of PricewaterhouseCoopers LLP.
23.3		Consent of Kenneth F. Khoury, Esq. (Included in Exhibit 5)
99		Georgia-Pacific Corporation-Georgia-Pacific Group Canadian Employees Stock Purchase Plan