

Edgar Filing: NEUBERGER BERMAN INC - Form S-8 POS

NEUBERGER BERMAN INC  
Form S-8 POS  
August 27, 2002

As filed with the Securities and Exchange Commission on August 27, 2002

Registration No. 333-88579

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

NEUBERGER BERMAN INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation or organization)

06-1523639  
(I.R.S. Employer  
Identification Number)

605 Third Avenue  
New York, New York 10158  
(212) 476-9000  
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(Address, including zip code, and telephone number, including area code,  
of principal executive offices)

1999 Neuberger Berman Inc. Long-Term Incentive Plan  
1999 Neuberger Berman Inc. Employee Defined Contribution Stock Incentive Plan  
(Full titles of the plans)  
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Kevin Handwerker, Esq.  
General Counsel  
Neuberger Berman Inc.  
605 Third Avenue  
New York, New York 10158  
(212) 476-9000  
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(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee (2)
Common Stock, \$0.01 par value per share	5,377	N/A	N/A	\$0

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- (1) Represents additional shares of common stock of Neuberger Berman Inc., par value \$0.01 per share (the "Common Stock"), to be offered pursuant to the 1999 Neuberger Berman Inc. Employee Defined Contribution Stock Incentive Plan (the "Defined Contribution Plan"). In addition, this Registration Statement covers an indeterminable number of additional shares as may hereafter be offered or issued, pursuant to the Defined Contribution Plan, to prevent dilution resulting from stock splits, stock dividends or similar transactions effected without the receipt of consideration.
  
  - (2) The filing fee with respect to these shares has previously been paid in connection with the initial Registration Statement on Form S-8 (Registration No. 333-88579) filed on October 7, 1999.

EXPLANATORY NOTE

On October 7, 1999, Neuberger Berman Inc. (the "Company"), filed a Registration Statement on Form S-8 (the "Initial S-8") covering an aggregate of 14,464,344 shares of the Common Stock to be offered pursuant to the Defined Contribution Plan, the 1999 Neuberger Berman Inc. Directors Stock Incentive Plan, the 1999 Neuberger Berman Inc. Annual Incentive Plan, the 1999 Neuberger Berman Inc. Deferred Compensation Plan and the 1999 Neuberger Berman Inc. Long-Term Incentive Plan (the "Incentive Plan"). The Company has determined from time to time to award 5,377 shares pursuant to the Defined Contribution Plan that were previously registered for award pursuant to the Incentive Plan under the Initial S-8. The Company has caused this Post-Effective Amendment to be filed to indicate this change.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended (the "Securities Act"), the Company 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 No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on this 27th day of August, 2002.

NEUBERGER BERMAN INC.

By: /s/ Jeffrey B. Lane

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Jeffrey B. Lane  
President and Chief Executive Officer

Pursuant to the requirements of the Securities Act, this Post-Effective Amendment No. 1 has been signed by the following persons in the capacities and on the dates indicated.

Signatures -----	Capacity -----	Date ----
* -----	Chairman of the Board of Directors	August 27, 2002

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Lawrence Zicklin

\*  
-----  
Richard A. Cantor

Vice Chairman of the Board  
of Directors

August 27, 2002

\*  
-----  
Marvin C. Schwartz

Vice Chairman of the Board  
of Directors

August 27, 2002

/s/ Jeffrey B. Lane  
-----  
Jeffrey B. Lane

President, Chief Executive  
Officer and Director  
(Principal Executive Officer)

August 27, 2002

-----  
Nathan Gantcher

Director

-----  
David W. Glenn

Director

\*  
-----  
Michael M. Kassan

Executive Vice President,  
Chief Investment Officer  
and Director

August 27, 2002

-----  
Arthur Levitt, Jr.

Director

-----  
Jon C. Madonna

Director

\*  
-----  
Robert Matza

Executive Vice President,  
Chief Operating Officer  
and Director

August 27, 2002

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Jack H. Nusbaum

Director

\*  
-----  
Heidi L. Schneider

Executive Vice President  
and Director

August 27, 2002

/s/ Matthew S. Stadler  
-----  
Matthew S. Stadler

Senior Vice President and  
Chief Financial Officer  
(Principal Financial and  
Accounting Officer)

August 27, 2002

\*  
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Executive Vice President

August 27, 2002

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----- and Director  
Peter E. Sundman

Jeffrey B. Lane, by signing his name below, signs this document on behalf of each of the above-named persons specified by an asterisk (\*), pursuant to a power of attorney duly executed by such persons filed with the Securities and Exchange Commission in the Initial S-8.

/s/ Jeffrey B. Lane

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Jeffrey B. Lane  
Attorney-in-Fact