

ANGELICA CORP /NEW/
Form S-8
May 01, 2007

As filed with the Securities and Exchange Commission on May 1, 2007

Registration No. 333-_____

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

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

ANGELICA CORPORATION
(Exact name of registrant as specified in its charter)

MISSOURI
(State or other jurisdiction of
incorporation or organization)

**424 South Woods Mill Road
Chesterfield, Missouri 63017-3406
(314) 854-3800**
(Address of Principal Executive Offices)

43-0905260
(I.R.S. Employer
Identification No.)

ANGELICA CORPORATION 1999 PERFORMANCE PLAN
(Full title of the plan)

STEVEN L. FREY
Vice-President, General Counsel and Secretary
Angelica Corporation
424 South Woods Mill Road
Chesterfield, Missouri 63017-3406
(314) 854-3800
(Name, address and telephone numbers,
including area code, of agent for service)

Copy to:
ROBERT M. LAROSE, ESQ.
Thompson Coburn LLP
One US Bank Plaza
St. Louis, Missouri 63101
Telephone: (314) 552-6000
Facsimile: (314) 552-7000

CALCULATION OF REGISTRATION FEE

| Title of each class of securities to be registered | Amount to be registered | Proposed maximum offering price per share⁽³⁾ | Proposed maximum aggregate offering price ⁽³⁾ | Amount of registration fee |
|--|--------------------------------|--|---|-----------------------------------|
| Angelica Corporation Common Stock, \$1.00 par value ⁽¹⁾ | 250,000 ⁽²⁾ | \$26.50 | \$6,625,000 | \$203.39 |

⁽¹⁾ Includes one attached Preferred Share Purchase Right per share.

⁽²⁾ Represents 250,000 shares added to the Angelica Corporation 1999 Performance Plan, as amended. The amended plan was approved at the Registrant's 2006 annual meeting of shareholders held on October 31, 2006.

⁽³⁾ Estimated solely for the purposes of computing the Registration Fee pursuant to the provisions of Rule 457(c) and (h), based upon a price of \$26.50 per share, being the average of the high and low sale per share prices of common stock, \$1.00 par value, of the Registrant as reported on the New York Stock Exchange on April 30, 2007.

EXPLANATORY NOTE

ANGELICA CORPORATION 1999 PERFORMANCE PLAN

This Registration Statement on Form S-8 of Angelica Corporation (the “Registrant”) is being filed pursuant to General Instruction E of Form S-8 in connection with the registration of an additional two hundred fifty thousand (250,000) shares of the Registrant’s common stock, \$1.00 par value per share (“Common Stock”), and attached Preferred Share Purchase Rights, to be issued pursuant to the Angelica Corporation 1999 Performance Plan (the “Plan”). The contents of the Registration Statement on Form S-8 (File No. 333-82847), filed by the Registrant with the Securities and Exchange Commission (the “Commission”) on July 14, 1999, as amended by Post-Effective Amendment No. 1 filed with the Commission on April 20, 2005, under which eight hundred fifty thousand (850,000) shares of Common Stock were registered for issuance under the Plan are incorporated herein by reference.

The board of directors of the Registrant amended and restated the Plan on August 29, 2006, and such amendment and restatement was approved by the Registrant’s stockholders on October 31, 2006. In addition to reserving an additional two hundred fifty thousand (250,000) shares of the Registrant’s Common Stock for issuance under the Plan, this amendment and restatement of the Plan provided that restricted stock awards that are forfeited will be added back to the maximum number of shares authorized for issuance under the Plan and prohibited the Registrant from effecting a “repricing” (as defined in the Plan) of options or other benefits under the Plan without shareholder approval. The Plan, as amended and restated, is attached as Appendix B to the Registrant’s Proxy Statement on Schedule 14A (File No. 001-05674), filed by the Registrant with the Commission on October 6, 2006, and is hereby incorporated by reference into this registration statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

See Exhibit Index on page 5 hereof.

SIGNATURES

The Registrant. 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 County of St. Louis, State of Missouri, on May 1, 2007.

A N G E L I C A
CORPORATION

By /s/ Stephen M. O'Hara
Stephen M. O'Hara
Chairman, President and
Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below hereby constitutes and appoints Stephen M. O'Hara and James W. Shaffer, and each of them, the undersigned's true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for the undersigned and in the undersigned's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with exhibits and any and all other documents filed with respect thereto, with the Securities and Exchange Commission (or any other governmental or regulatory authority), granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and to perform each and every act and thing requisite and necessary to be done in ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their substitute or substitutes may lawfully do or cause to be done by virtue hereof.

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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 date indicated.

| <u>Signature</u> | <u>Title</u> | <u>Date</u> |
|--|---|-------------|
| <u>/s/ Stephen M. O'Hara</u> Stephen M. O'Hara | Chairman, President and Chief Executive Officer (Principal Executive Officer) | May 1, 2007 |
| <u>/s/ James W. Shaffer</u> James W. Shaffer | Vice President and Chief Financial Officer (Principal Financial Officer) (Principal Accounting Officer) | May 1, 2007 |
| <u>/s/ James R. Henderson</u> J a m e s R . Henderson | Director | May 1, 2007 |
| <u>/s/ Don W. Hubble</u> Don W. Hubble | Director | May 1, 2007 |
| <u> </u> R o n a l d J . Kruszewski | Director | |
| <u>/s/ Charles W. Mueller</u> C h a r l e s W . Mueller | Director | May 1, 2007 |
| <u>/s/ John J. Quicke</u> John J. Quicke | Director | May 1, 2007 |
| <u>/s/ Ronald N. Riner, M.D.</u> Ronald N. Riner, M.D. | Director | May 1, 2007 |
| <u>/s/ Kelvin R. Westbrook</u> K e l v i n R . Westbrook | Director | May 1, 2007 |

EXHIBIT INDEX

**Exhibit
No.**

- 4.1 Restated Articles of Incorporation of the Registrant, as currently in effect. Filed as Exhibit 3.1 to the Registrant's Form 10-K (File No. 001-05674) for the fiscal year ended January 26, 1991, and incorporated herein by reference.
- 4.2 Current By-Laws of the Registrant. Filed as Exhibit 3.2 to the Registrant's Form 10-K for the fiscal year ended January 27, 2007, and incorporated herein by reference.
- 4.3 Rights Agreement dated as of August 27, 1998, between Angelica Corporation and UMB Bank, N.A., filed as Exhibit 1 to the Registrant's Registration Statement on Form 8-A (File No. 001-05674) on August 28, 1998, as amended by Amendment No. 1 dated August 29, 2006, filed as Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed with the Commission on September 5, 2006, and Amendment No. 2 dated September 19, 2006, filed as Exhibit 4.1 to the Registrant's Current Report on Form 8-K filed with the Commission on September 22, 2006, and incorporated herein by reference.
- 5.1 Opinion of Thompson Coburn LLP as to the legality of the securities being registered.
- 23.1 Consent of Deloitte & Touche, LLP.
- 23.2 Consent of Thompson Coburn LLP (included in Exhibit 5.1).
- 24.1 Power of Attorney (set forth on signature page hereto).
- 99.1 Angelica Corporation 1999 Performance Plan, attached as Appendix B to the Registrant's Proxy Statement on Schedule 14A (File No. 001-05674), filed by the Registrant with the Commission on October 6, 2006, and incorporated herein by reference.