

LOUISIANA-PACIFIC CORP
Form S-8
May 08, 2013

As filed with the Securities and Exchange Commission on May 8, 2013.

Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

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

Louisiana-Pacific Corporation

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

93-0609074
(I.R.S. Employer
Identification No.)

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414 Union Street, Suite 2000

Nashville, Tennessee 37219

(Address of Principal Executive Offices Including Zip Code)

2013 Omnibus Stock Award Plan

(Full Title of the Plan)

Mark A. Fuchs

Vice President and General Counsel

Louisiana-Pacific Corporation

414 Union Street, Suite 2000

Nashville, Tennessee 37219

Telephone (615) 986-5600

(Name, Address and Telephone Number, Including Area Code, of Agent For Service)

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

| Title of Securities | Amount | Proposed | Proposed | Amount of |
|--|-----------------------------|------------------------|---------------------------------|------------------|
| | to be | Maximum | Maximum | |
| to be Registered | Registered | Per Share | Offering Price | Registration Fee |
| Common Stock, par value \$1.00 per share | 5,888,570 ⁽¹⁾⁽²⁾ | \$17.73 ⁽³⁾ | \$104,404,346.10 ⁽³⁾ | \$14,241 |

(1) Pursuant to Rule 416 under the Securities Act of 1933 (the *Securities Act*), this Registration Statement also covers such additional shares of Common Stock, par value \$1.00 per share (the *Common Stock*), of Louisiana-Pacific Corporation, a Delaware corporation (the *Registrant*), as may become issuable pursuant to the anti-dilution provisions of the Registrant's 2013 Omnibus Stock Award Plan (the *Plan*).

(2)

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One right (each, a ***Right***) to purchase Series A Junior Participating Cumulative Preferred Stock, par value \$1.00 per share, of the Registrant (the ***Preferred Stock***) will be issued with each share of Common Stock. The terms of the Rights are described in the Form 8-A filed by the Registrant with the Securities and Exchange Commission on June 17, 2008.

- (3) Estimated solely for the purposes of determining the amount of the registration fee, pursuant to paragraphs (c) and (h) of Rule 457 under the Securities Act, on the basis of the average of the high and low sale prices of the Common Stock on the New York Stock Exchange on May 2, 2013, a date that is within five business days prior to filing.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Registrant is subject to the informational and reporting requirements of Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the *Exchange Act*), and, in accordance therewith, files reports, proxy statements and other information with the Securities and Exchange Commission (the *Commission*). The following documents, which are on file with the Commission, are incorporated into this Registration Statement by reference:

- (a) The Registrant's Annual Report on Form 10-K for the year ended December 31, 2012 (Commission File No. 001-07107) filed with the Commission on February 28, 2013;
- (b) The Registrant's Quarterly Report on Form 10-Q for the period ended March 31, 2013 (Commission File No. 001-07107) filed with the Commission on May 7, 2013;
- (c) The description of the Registrant's Common Stock contained in Exhibit 99.1 to the Registrant's Quarterly Report on Form 10-Q for the period ended June 30, 2008 (Commission File No. 001-07107) filed with the Commission on August 4, 2008; and
- (d) The description of the Rights and the Preferred Stock contained in the Registrant's Registration Statement on Form 8-A (Commission File No. 001-07107) filed with the Commission on June 17, 2008, and all amendments and reports filed with the Commission for the purpose of updating such description.

All documents filed by the Registrant with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the effective date of this Registration Statement and prior to the filing of a post-effective amendment that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold, will be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents. Any statement contained in any document incorporated or deemed to be incorporated by reference herein will be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded will not be deemed, except as modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

The Registrant is incorporated in Delaware. Under Section 145 of the Delaware General Corporation Law, a Delaware corporation has the power, under specified circumstances, to indemnify its directors, officers, employees and agents in connection with actions, suits or proceedings brought against them by a third party or in the right of the corporation, by reason of the fact that they were or are such directors, officers, employees or agents, against expenses and liabilities incurred in any such action, suit or proceedings so long as they acted in good faith and in a manner that they reasonably believed to be in, or not opposed to, the best interests of such corporation, and with respect to any criminal action if they had no reasonable cause to believe their conduct was unlawful. With respect to suits by or in the right of such corporation, however, indemnification is generally limited to attorneys' fees and other expenses and is not available if such person is adjudged to be liable to such corporation unless the court determines that indemnification is appropriate. A Delaware corporation also has the power to purchase and maintain insurance for such persons, and the Registrant has acquired directors and officers insurance which includes coverage for liability under the federal securities laws. The Registrant's certificate of incorporation and bylaws provide for indemnification of directors and officers to the fullest extent permitted by Section 145 of the Delaware General Corporation Law. The Registrant has also entered into indemnification agreements with its directors and officers that provide them with indemnification to the fullest extent permitted by Section 145 of the Delaware General Corporation Law.

Section 102(b)(7) of the Delaware General Corporation Law provides that a certificate of incorporation may contain a provision eliminating or limiting the personal liability of a director to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director provided that such provision may not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 (relating to liability for unauthorized acquisitions or redemptions of, or dividends on, capital stock) of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit. The Registrant's certificate of incorporation contains such a provision.

The above discussion of the Registrant's certificate of incorporation, bylaws, indemnification agreements and Sections 102(b)(7) and 145 of the Delaware General Corporation Law is not intended to be exhaustive and is qualified in its entirety by such certificate of incorporation, bylaws, indemnification agreements and statutes.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

| Exhibit Number | Description |
|----------------|---|
| 4.1 | Restated Certificate of Incorporation of the Registrant (incorporated herein by reference to Exhibit 3 to the Registrant's Annual Report on Form 10-K for the year ended December 31, 2007 (Commission File No. 001-07107) filed with the Commission on March 7, 2008) |
| 4.2 | Amended Certificate of Designation of Series A Junior Participating Cumulative Preferred Stock (incorporated herein by reference to Exhibit 3.3 to the Registrant's Quarterly Report on Form 10-Q for the period ended June 30, 2009 (Commission File No. 001-07107) filed with the Commission on August 5, 2009) |
| 4.3 | Bylaws of the Registrant, as amended and restated effective November 5, 2010 (incorporated herein by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K (Commission File No. 001-07107) filed with the Commission on November 9, 2010) |
| 4.4 | 2013 Omnibus Stock Award Plan (incorporated herein by reference to Exhibit 10.1 to the Registrant's Quarterly Report on Form 10-Q for the period ended March 31, 2013 (Commission File No. 001-07107) filed with the Commission on May 7, 2013) |
| 4.5 | Rights Agreement, dated as of May 23, 2008, between the Registrant and Computershare Trust Company, N.A., as Rights Agent, including the form of Right Certificate attached thereto as Exhibit A and the Summary of Rights to Purchase Preferred Shares attached thereto as Exhibit B (incorporated herein by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form 8-A (Commission File No. 001-07107) filed with the Commission on June 17, 2008) |
| 5.1 | Opinion of Counsel |
| 23.1 | Consent of Independent Registered Public Accounting Firm |
| 23.2 | Consent of Counsel (included in Exhibit 5.1) |
| 24.1 | Power of Attorney |

Item 9. Undertakings.

(a) 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 the Registration Statement (or the most recent post-effective amendment thereof)

which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of a prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective Registration Statement.

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

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

(2) That, for the purpose of determining any liability under the Securities Act of 1933, 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 the offering.

(b) The undersigned Registrant hereby undertakes 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 Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the 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.

(c) 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 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 Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act, 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 Nashville, State of Tennessee, on this 8th day of May, 2013.

Louisiana-Pacific Corporation

By: /s/ Mark A. Fuchs

Name: Mark A. Fuchs

Title: Vice President and General Counsel

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities indicated and on May 8, 2013.

| Signature | Title |
|---------------------|---|
| * | |
| Curtis M. Stevens | Chief Executive Officer, Director (Principal Executive Officer) |
| * | |
| Sallie B. Bailey | Executive Vice President and Chief Financial Officer (Principal Financial Officer) |
| * | |
| Rebecca A. Barckley | Controller, Financial Reporting (Principal Accounting Officer) |
| * | |
| E. Gary Cook | Chairman of the Board |
| * | |
| Archie W. Dunham | Director |
| * | |
| Daniel K. Frierson | Director |
| * | |
| Lizanne C. Gottung | Director |

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*

Kurt M. Landgraf

Director

*

Dustan E. McCoy

Director

*

Colin D. Watson

Director

*

John W. Weaver

Director

* This Registration Statement has been signed on behalf of the above officers and directors by Mark A. Fuchs, as attorney-in-fact, pursuant to a power of attorney filed as Exhibit 24.1 to this Registration Statement.

DATED: May 8, 2013

By: /s/ Mark A. Fuchs
Mark A. Fuchs, Attorney-in-Fact

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