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HANOVER COMPRESSOR CO /
Form S-3/A
March 15, 2001

As Filed With the Securities and Exchange Commission on March 15, 2001
Registration No. 333-54944

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

AMENDMENT NO. 2 TO
FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

HANOVER COMPRESSOR COMPANY
(Exact Name of Registrant as Specified in its Charter)

Delaware 76-0625124
(State or Other Jurisdiction of (I.R.S. Employer Identification No.)
Incorporation or Organization)

12001 North Houston Rosslyn
Houston, Texas 77086
(281) 447-8787
(Address, Including Zip Code, and Telephone Number, Including Area Code,
of Registrant's Principal Executive Offices)

Michael J. McGhan
President and Chief Executive Officer
Hanover Compressor Company
12001 North Houston Rosslyn
Houston, Texas 77086
(281) 447-8787
(Name, Address, Including Zip Code, and Telephone Number,
Including Area Code, of Agent for Service)

Copies To:

Richard S. Meller, Esq.
Latham & Watkins
233 South Wacker Drive
Suite 5800
Chicago, Illinois 60606
(312) 876-7700

John J. Sabl, Esq.
Sidley & Austin
Bank One Plaza
10 South Dearborn Street
Chicago, Illinois 60603
(312) 853-7000

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: As soon as practicable after this Registration Statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following

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box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. []

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

EXPLANATORY NOTE

This Amendment No. 2 is being filed solely for the purpose of filing the exhibits attached hereto.

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits.

The following documents are filed as exhibits to this Registration Statement, including those exhibits incorporated herein by reference to a prior filing of Hanover Compressor Company under the Securities Act or the Exchange Act as indicated in parenthesis:

Exhibit No.	Description
1.1	Form of Underwriting Agreement.
4.1	Certificate of Incorporation of Hanover Compressor Holding Co., as amended (incorporated by reference to Exhibit 3.1 to Hanover Compressor Company's Current Report on Form 8-K dated February 5, 2001).
4.2	Bylaws of Hanover Compressor Company (incorporated by reference to Exhibit No. 3.3 to Hanover Compressor Company's Annual Report on Form 10-K for the year ended December 31, 1999).
4.3	Form of Hanover Compressor Company common stock certificate (incorporated by reference to Exhibit 4.11 to Hanover Compressor Company's Registration Statement on Form S-1 (File No. 333-27953), as amended).
5.1	Opinion of Latham & Watkins as to the validity of the common stock.*
23.1	Consent of PricewaterhouseCoopers LLP, independent accountants.*

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- 23.2 Consent of PricewaterhouseCoopers LLP, independent accountants.*
- 23.3 Consent of Latham & Watkins (included in the opinion filed as Exhibit 5.1).*
- 24.1 Powers of Attorney (included on the signature page of this Registration Statement).*

* Previously filed.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Hanover Compressor Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on March 15, 2001.

Hanover Compressor Company

/s/ Michael J. McGhan

By: _____
Michael J. McGhan
President and Chief Executive
Officer

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 indicated on the 15th day of March, 2001.

Signature -----	Title -----
/s/ Michael J. McGhan _____ Michael J. McGhan	President and Chief Executive Officer and Director (Principal Executive Officer)
/s/ William S. Goldberg _____ William S. Goldberg	Chief Financial Officer and Director (Principal Financial and Accounting Officer)
* _____ Ted Collins, Jr.	Director
* _____ Robert R. Furgason	Director
* _____ Melvyn N. Klein	Director
* _____ Michael A. O'Connor	Director

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*

Director

Alvin V. Shoemaker

/s/ Michael J. McGhan

*By: _____
Attorney-in-fact

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EXHIBIT INDEX

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