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UNITRIN INC
Form S-8 POS
August 11, 2005

As filed with the Securities and Exchange Commission on August 11, 2005
Registration No. 333-127216

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

UNITRIN, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or other Jurisdiction of
Incorporation or Organization)

95-4255452
(I.R.S. Employer
Identification Number)

One East Wacker Drive
Chicago, Illinois
(Address of Principal Executive Offices)

60601
(Zip Code)

2005 RESTRICTED STOCK AND RESTRICTED STOCK UNIT PLAN
(Full title of the Plan)

Scott Renwick, Esq.
Senior Vice President, General Counsel & Secretary
Unitrin, Inc.
One East Wacker Drive
Chicago, IL 60601

(Name and Address of Agent for Service)
(312) 661-4600
(Telephone Number, Including Area Code, of Agent for Service)

POST-EFFECTIVE AMENDMENT

The purpose of this Post-Effective Amendment No. 1 is to refile Exhibit 23.1 (Consent of Deloitte & Touche LLP) to correct a typographical error in the previously filed Exhibit 23.1.

ITEM 8. Exhibits

- 4.1 Certificate of Incorporation of Unitrin (incorporated herein by reference to Exhibit 3.1 to Unitrin's registration statement on Form S-3 filed May 9, 2002).
- 4.2 Amended and Restated Bylaws of Unitrin (incorporated herein by reference to Exhibit 3.2 to Unitrin's Quarterly Report on Form 10-Q for the quarter ended September 30, 2004, filed on October 27, 2004).

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- 4.3 Rights Agreement, dated as of August 4, 2004, between Unitrin, Inc. and Wachovia Bank, National Association, including the Form of Certificate of Designation, Preferences and Rights of Series A Junior Participating Preferred Stock, the Form of Rights Certificate and the Summary of Rights to Purchase Preferred Stock (incorporated herein by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on August 6, 2004)
- 4.4 2005 Restricted Stock and Restricted Stock Unit Plan (incorporated herein by reference to Appendix B to the Proxy Statement for the 2005 Annual Meeting of Shareholders of Unitrin, Inc., filed on March 28, 2005).
- *5 Opinion of Scott Renwick, Esq.
- 23.1 Consent of Deloitte & Touche LLP.
- *23.2 Consent of Scott Renwick, Esq. (included in Exhibit 5).
- *24.1 Power of Attorney.

* Previously filed.

SIGNATURES

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 Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Chicago, State of Illinois, on August 11, 2005.

UNITRIN, INC.

By: /s/ Scott Renwick

 Scott Renwick
 General Counsel

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities indicated on August 11, 2005.

Signature -----	Title -----
* ----- Richard C. Vie	Chairman of the Board, Chief Executive Officer and Director
* ----- Donald G. Southwell	President, Chief Operating Officer and Director
* -----	Executive Vice President, Chief Financial Officer and Director

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Eric J. Draut	(principal financial officer)
* -----	Vice President and Chief Accounting Officer (principal accounting officer)
Richard Roeske	
* -----	Director
James E. Annable	
* -----	Director
Donald V. Fites	
* -----	Director
Douglas G. Geoga	
* -----	Director
Reuben L. Hedlund	
* -----	Director
William E. Johnston, Jr.	
* -----	Director
Wayne Kauth	
* -----	Director
Ann E. Ziegler	

*By: /s/ Scott Renwick

Scott Renwick
Attorney-in-Fact