

DELPHI AUTOMOTIVE SYSTEMS CORP

Form S-8

June 28, 2001

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As filed with the Securities and Exchange Commission on June 28, 2001

Registration Statement No. 333-_____

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

DELPHI AUTOMOTIVE SYSTEMS CORPORATION

(Exact Name of Registrant as Specified in its Charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

38-3430473

(I.R.S. Employer
Identification No.)

5725 Delphi Drive
Troy, Michigan 48098

(Address of Principal Executive Offices)

Delphi Automotive Systems Classified Salary and Hourly Stock Option Plan

(Full title of the plans)

Alan S. Dawes, Chief Financial Officer and Executive Vice President
Delphi Automotive Systems Corporation
5725 Delphi Drive, Troy, Michigan 48098

(Name and address of agent for service)

(248) 813-2000

(Telephone number, including area code)

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Opinion of Diane L. Kaye, Esq.

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CALCULATION OF REGISTRATION FEE

Title of Securities to be registered	Amount to be registered (1)(2)	Proposed Maximum Aggregate Offering price Per share (2)	Proposed Maximum Aggregate Offering price (2)	Amount of Registration fee (2)
Common Stock (\$0.01 par value)	25,821,760 shares	\$ 18.66	\$ 385,117,623	\$ 96,279

- (1) Pursuant to Rule 416(a), this registration statement also registers such indeterminate number of additional shares as may become issuable under the plan in connection with stock splits, stock dividends or similar transactions.
- (2) Estimated solely for the purpose of determining the registration fee pursuant to Rule 457(h)(1). The price and fee with respect to shares issuable under outstanding but unexercised options are determined based on the price at which such options may be exercised of \$11.88 (as to 6,322,262 shares), \$15.09 (as to 6,000 shares), \$18.66 (as to 100 shares), and \$17.13 (as to 4,944,814 shares). The price and fee with respect to the remaining shares (14,548,854 shares) are based on the average of the highest and lowest prices for the Common Stock as reported on the New York Stock Exchange on June 21, 2001 (\$15.48).

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REGISTRATION OF ADDITIONAL SECURITIES

INCORPORATION OF EARLIER REGISTRATION STATEMENTS BY REFERENCE

Delphi Automotive Systems Corporation (Delphi) and the Delphi Automotive Systems Classified Salary and Hourly Stock Option Plan (the Plan) hereby incorporate by reference into this registration statement the contents of the Registration Statements on Form S-8 filed on behalf of Delphi and the Plan on February 8, 1999 (File No. 333-71961) and on March 15, 2000 (File No. 333-32534).

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 registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Troy, State of Michigan, as of June 27, 2001.

DELPHI AUTOMOTIVE SYSTEMS CORPORATION

(Registrant)

By: /s/ J.T. BATTENBERG III

(J.T. Battenberg III, Chairman
of the Board of Directors, Chief
Executive Officer and President)

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed on June 27, 2001 by the following persons in the capacities indicated.

Signature

Title

/s/J.T. BATTENBERG III

(J.T. Battenberg III) Chairman of the Board,
Chief Executive
Officer and President
(Principal Executive Officer)

/s/ALAN S. DAWES

(Alan S. Dawes) Director, Chief Financial
Officer
and Executive Vice President
(Principal Financial Officer)

*

(Donald L. Runkle) Director, Executive Vice
President and
President of Dynamics & Propulsion Sector

/s/PAUL R. FREE

(Paul R. Free) Chief Accounting Officer and
Controller
(Principal Accounting Officer)

*

(Thomas H. Wyman)

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Director
(Lead Independent Director)

*

(Virgis W. Colbert) Director

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SIGNATURES (CONCLUDED)

*

Director

(Dr. Bernd Gottschalk)

*

(Shoichiro Irimajiri) Director

*

(Susan A. McLaughlin) Director

*

(Oscar de Paula Bernardes Neto) Director

*

(John D. Opie) Director

*

(Roger S. Penske) Director

/s/PATRICIA C. SUELTZ

(Patricia C. Sultz) Director

/s/ROBERT H. BRUST

(Robert H. Brust) Director

* J.T. Battenberg III, pursuant to a Power of Attorney executed by each of the directors noted above and included on page 2 of the Corporation's registration statement on Form S-8 filed March 15, 2000 (Registration No. 333-32534), by signing his name hereto, does hereby sign and execute this Registration Statement as attorney-in-fact on behalf of each of the persons noted above, in the capacities indicated.

/s/J.T. BATTENBERG III

(J.T. Battenberg III)

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Exhibit Number	Page No.
5(a) Opinion of Diane L. Kaye, Esq., Assistant General Counsel and Secretary of the Company, in respect to the legality of the securities to be registered hereunder.6	
23(a)Consent of Independent Auditors Deloitte & Touche LLP.7	
23(b) Consent of Diane L. Kaye, Esq., Assistant General Counsel and Secretary of the Company (Included in Exhibit 5 (a) above)n/a	
24 Power of Attorney (filed with the Company's registration statement on Form S-8 on March 15, 2000)n/a	

