

REGIS CORP
Form S-8
October 30, 2018

As filed with the Securities and Exchange Commission on October 30, 2018

Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

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

Regis Corporation

(Exact name of registrant as specified in its charter)

Minnesota
(State or other jurisdiction of
incorporation or organization)

7201 Metro Boulevard

41-0749934
(I.R.S. Employer
Identification No.)

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Edina, MN 55439

(Address of Principal Executive Offices) (Zip Code)

REGIS CORPORATION

2018 LONG TERM INCENTIVE PLAN

(Full title of the plan)

Amanda P. Rusin, General Counsel

Regis Corporation

7201 Metro Boulevard, Edina, Minnesota 55439

(952) 947-7777

(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, a smaller reporting company, or an emerging growth company. See definitions of large accelerated filer, accelerated filer, smaller reporting company, and emerging growth company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)(2)	Proposed maximum offering price per share (3)	Proposed maximum aggregate offering price (3)	Amount of registration fee
Common Stock, \$0.05 par value	3,818,895	\$19.18	\$73,246,406	\$8,877.47

- (1) As described in the Explanatory Note in this registration statement, the number of shares of common stock, \$0.05 par value per share (Common Stock), registered hereby consists of (a) 1,900,000 shares being registered for the first time pursuant to the Regis Corporation 2018 Long Term Incentive Plan (the 2018 Plan), plus (b) 1,918,895 shares (the Carryover Shares) that were previously registered with respect to the Regis Corporation 2016 Long Term Incentive Plan (the 2016 Plan) on Form S-8 filed with the Securities and Exchange Commission (the Commission) on October 27, 2016 (Registration Statement No. 333-214269) (the 2016 S-8). The Carryover Shares were available for future grants under the 2016 Plan as of October 23, 2018, the date of the adoption of the 2018 Plan.
- (2) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the Securities Act), this registration statement includes an indeterminate number of additional shares as may be issuable as a result of a stock split, stock dividend or similar adjustment of the outstanding Common Stock of the Registrant.
- (3) Estimated solely for the purpose of determining the registration fee pursuant to the provisions of Rules 457(c) and 457(h)(1) under the Securities Act, based on the average of the high and low prices per share of the Registrant's Common Stock as quoted on the New York Stock Exchange on October 26, 2018.

EXPLANATORY NOTE

The shareholders of Regis Corporation (the Company or the Registrant) approved the Company's 2018 Long Term Incentive Plan on October 23, 2018 (the Effective Date). As provided in the 2018 Plan, 3,818,895 shares of Common Stock are available for issuance thereunder.

The purpose of this Registration Statement is to register the 1,900,000 shares being registered for the first time pursuant to the 2018 Plan and the 1,918,895 Carryover Shares that remained available for awards under the 2016 Plan as of the Effective Date and were previously registered on the 2016 S-8. A post-effective amendment to the 2016 S-8 to register the Carryover Shares is being filed contemporaneously with the filing of this Registration Statement.

In addition, the number of shares of Common Stock available for issuance under the 2018 Plan will be increased by the number of shares subject to awards that were outstanding under the 2016 Plan or the 2004 Long Term Incentive Plan that expire, are forfeited or cancelled or are settled or paid in cash. Such shares may be registered for issuance under the 2018 Plan pursuant to subsequent registration statements or post-effective amendments to registration statements.

PART I-INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

The documents containing the information specified in Part I of Form S-8 have been or will be sent or given to participants as specified by Rule 428(b)(1) under the Securities Act.

PART II-INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Registrant hereby incorporates by reference into this Registration Statement the following documents filed with the Commission:

- (1) The Registrant's Annual Report on Form 10-K for the year ended June 30, 2018 (the Annual Report);
- (2) All other reports filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act), since June 30, 2018; and
- (3) The description of the Registrant's Common Stock contained in the Registrant's Registration Statement on Form S-3, dated July 6, 2009 (No. 333-160438), pursuant to Section 12(b) of the Exchange Act, including any amendment or report filed for the purpose of updating such description.

All reports and other documents filed by the Company pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act prior to the filing of a post-effective amendment that indicates that all of the shares of Common Stock offered have been sold or that deregisters all shares of the Common Stock then remaining unsold shall be deemed to be incorporated by reference in and a part of this Registration Statement from the date of filing of such documents.

Any statement contained in a document incorporated, or deemed to be incorporated, by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or incorporated herein by reference or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or

superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

The Company's Common Stock is registered under Section 12 of the Exchange Act and, therefore, the description of securities is omitted.

Item 5. Interests of Named Experts and Counsel.

Amanda P. Rusin, Senior Vice President, General Counsel and Secretary of the Company, has given her opinion about certain legal matters affecting the shares of the Company's Common Stock registered under this Registration Statement. Ms. Rusin is eligible to participate in the Company's equity compensation plans, including the 2018 Long Term Incentive Plan and, as of October 30, 2018, she was the beneficial owner of 3,299 shares of the Company's Common Stock and held units representing the right to acquire 61,012 shares of the Company's Common Stock, none of which were vested or will vest within sixty days of such date.

Item 6. Indemnification of Directors and Officers.

Section 302A.521, Minnesota Statutes, provides that a corporation shall indemnify any person who was or is made or is threatened to be made a party to any proceeding by reason of the former or present official capacity of such person against judgments, penalties and fines including, without limitation, excise taxes assessed against each person with respect to any employee benefit plan, settlements, and reasonable expenses, including attorneys' fees and disbursements, incurred by such person in connection with the proceeding, if, with respect to the acts or omissions of such person complained of in the proceeding, such person has not been indemnified by another organization or employee benefit plan for the same judgments, penalties, fines, taxes, settlements and expenses with respect to the same acts or omissions; acted in good faith; received no improper personal benefit and Section 302A.255 (regarding conflict of interest), if applicable, has been satisfied; in the case of a criminal proceeding, had no reasonable cause to believe the conduct was unlawful; in the case of acts or omissions as a director, officer, member of a board committee or employee of the corporation, reasonably believed the conduct was in the best interests of the corporation; and in the case of acts or omissions by persons who, while directors, officers or employees of the corporation, were or are serving other organizations or employee benefit plans at the request of the corporation or whose duties for the corporation involve or involved service for other organizations or employee benefit plans, reasonably believed that the conduct was not opposed to the best interests of the corporation.

The Registrant also maintains a directors and officers insurance policy, which insures the Registrant and its officers and directors against damages and costs incurred by reason of certain acts committed by such persons in their capacities as officers and directors.

Item 7. Exemption from Registration Claimed.

Not applicable. No securities are to be re-offered or resold pursuant to this Registration Statement.

Item 8. Exhibits.

Exhibit No.	Description
4.1	<u>Restated Articles of Incorporation, dated April 24, 2018. (Incorporated by reference to Exhibit 3.1 of the Company's Annual Report on Form 10-Q filed on May 1, 2018.)</u>
4.2	<u>Bylaws of the Company. (Incorporated by reference to Exhibit 3.1 of the Company's Report on Form 8-K filed on April 27, 2018.)</u>

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- 4.3 Form of Stock Certificate. (Incorporated by reference to Exhibit 4.1 of the Company's Registration Statement on Form S-1 (Reg. No. 40142).) ^(P)
- 4.4 Indenture, dated December 1, 2015, by and between the Company and Wells Fargo Bank, N.A. (Incorporated by reference to Exhibit 10.2 of the Company's Report on Form 8-K filed December 4, 2015.)
- 5.1 Opinion of Amanda P. Rusin. (Filed herewith.)

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- 10.1 Regis Corporation 2018 Long Term Incentive Plan. (Incorporated by reference to Appendix A of the Company's Proxy Statement on Definitive 14A filed on September 6, 2018.)
- 23.1 Consent of PricewaterhouseCoopers LLP. (Filed herewith.)
- 23.2 Consent of Amanda P. Rusin. (Included in Exhibit 5.1.)
- 24 Power of Attorney. (Filed herewith.)

(P) This Exhibit was originally filed in paper format. Accordingly, a hyperlink has not been provided.

Item 9. Undertakings.

A. The Company 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 of 1933;

(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 prospectus filed with the Securities and Exchange Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective Registration Statement; and

(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 Registration Statement is on Form S-8 and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Securities and Exchange Commission by the Company pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 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 Company hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Company's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered herein, 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 of 1933 may be permitted to directors, officers and controlling persons of the Company pursuant to the foregoing provisions, or otherwise, the Company has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Company of expenses incurred or paid by a director, officer or controlling person of the Company 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 Company 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 Securities Act of 1933 and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Edina, State of Minnesota, on October 30, 2018.

REGIS CORPORATION

By: */s/ Amanda P. Rusin*
 Amanda P. Rusin
 Senior Vice President, General Counsel
 and Secretary

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on October 30, 2018.

Signature	Title
<i>/s/ Hugh E. Sawyer</i> Hugh E. Sawyer	* President, Chief Executive Officer and Director (Principal Executive Officer and Director)
<i>/s/ Andrew H. Lacko</i> Andrew H. Lacko	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
<i>/s/ Kersten D. Zupfer</i> Kersten D. Zupfer	* Senior Vice President, Controller and Chief Accounting Officer (Principal Accounting Officer)
Daniel G. Beltzman) Virginia Gambale) David J. Grissen) Mark Light) Michael J. Merriman) M. Ann Rhoades) David P. Williams)	The Board of Directors*

* Amanda P. Rusin, by signing her name hereto, does hereby sign this document on behalf of each of the above-named officers and/or directors of the Registrant pursuant to powers of attorney duly executed by such persons.

By: */s/ Amanda P. Rusin*

