

SEABULK INTERNATIONAL INC

Form S-8

September 12, 2003

Table of Contents

As filed with the Securities and Exchange Commission on September 12, 2003

Registration No. 333-61806

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

SEABULK INTERNATIONAL, INC.

(Exact name of issuer as specified in its charter)

Delaware
*(State or Other Jurisdiction of
Incorporation or Organization)*

65-0966399
*(I.R.S. Employer
Identification No.)*

**2200 Eller Drive, P.O. Box 13038
Fort Lauderdale, Florida 33316
(954) 523-2200**
(Address of Principal Executive Offices and Zip Code)

**Seabulk International, Inc. Amended and Restated Equity Ownership Plan
Seabulk International, Inc. Stock Option Plan for Directors**
(Full Title of the Plans)

Alan R. Twaits
Senior Vice President, General Counsel & Secretary
**2200 Eller Drive, P.O. Box 13038
Fort Lauderdale, Florida 33316
(954) 523-2200**
(Telephone Number, Including Area Code, of Agent for Service)

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price (2)	Amount of registration fee
Common Stock, par value \$.01 per share	1,685,000	\$ 8.125	\$ 13,690,625	\$ 1,107.57

- (1) This registration statement also covers an indeterminate number of shares which may become issuable under the plans described herein in the event of stock-splits, dividends or similar transactions.
- (2) Pursuant to Rule 457(c) and (h), the proposed maximum aggregate offering price per share and the proposed maximum aggregate offering price are estimated solely for purposes of calculating the registration fee, and are based upon the average high and low prices of the Common Stock as reported by the Nasdaq National Market on September 9, 2003.

TABLE OF CONTENTS

INTRODUCTION

PART I

INFORMATION REQUIRED IN THE SECTION 10 (a) PROSPECTUS

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

POWER OF ATTORNEY

SIGNATURES

INDEX TO EXHIBITS

Opinion of Counsel re: Legality

Consent of Ernst & Young LLP

Table of Contents

INTRODUCTION

This Registration Statement on Form S-8 is filed by Seabulk International, Inc., a Delaware corporation (the Company), to register an additional 1,500,000 shares of the Company's Common Stock, par value \$.01 per share, issuable from time to time under the Company's Amended and Restated Equity Ownership Plan (the Equity Ownership Plan) and to register an additional 185,000 shares of the Company's Common Stock, par value \$.01 per share, issuable from time to time under the Company's Stock Option Plan for Directors (the Directors Plan), and consists of only those items required by General Instruction E to Form S-8.

On May 14, 2002, the stockholders of the Company approved an amendment to the Equity Ownership Plan increasing the number of shares available for issuance under the Equity Ownership Plan by 500,000. On May 16, 2003, the stockholders of the Company approved an amendment to the Plan increasing the number of shares available for issuance under the Equity Ownership Plan by 1,000,000. As amended, a total of 2,300,000 shares are issuable under the Equity Ownership Plan.

On May 16, 2003, the stockholders of the Company approved an amendment to the Directors Plan increasing the number of shares available for issuance under the Directors Plan by 185,000. As amended, a total of 360,000 shares are issuable under the Directors Plan.

975,000 shares of the Company's Common Stock, par value \$.01 per share, were previously registered on the Company's Registration Statement on Form S-8 (Registration No. 333-61806), filed with the Securities and Exchange Commission on May 29, 2001, for issuance under the Equity Ownership Plan and the Directors Plan.

PART I

INFORMATION REQUIRED IN THE SECTION 10 (a) PROSPECTUS

Information required by Part I of Form S-8 to be contained in a prospectus meeting the requirements of Section 10(a) of the Securities Act of 1933, as amended, is not required to be filed with the Securities and Exchange Commission and is omitted from this registration statement in accordance with the explanatory note to Part I of Form S-8 and Rule 428 under the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Pursuant to General Instruction E to Form S-8, the contents of the Company's Registration Statement on Form S-8 (Registration No. 333-61806), as amended, filed with the Securities and Exchange Commission on May 29, 2001, are incorporated by reference into this Registration Statement.

Table of Contents

For the purposes of this Registration Statement, any statement contained in a document incorporated or deemed to be incorporated herein by reference, shall be deemed to be modified or superseded to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated herein by reference modifies or supersedes such statement in such document. 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 8. Exhibits.

- 4.6* Amended and Restated Equity Ownership Plan
- 4.7* Stock Option Plan for Directors
- 5.1 Opinion of counsel as to the legality of securities being registered
- 23.1 Consent of Ernst & Young LLP
- 23.2 Consent of Alan R. Twaits, Esq., General Counsel to the Registrant (included in Exhibit 5.1)
- 24.1 Power of Attorney (included on signature page of this Registration Statement)

* Incorporated by reference to the Company's Definitive Proxy Statement filed April 18, 2003

Table of Contents**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that Seabulk International, Inc., a corporation organized under the laws of the State of Delaware (the Corporation), and the undersigned officers and directors of the Corporation, individually and in their respective capacities indicated below, hereby make, constitute and appoint Alan R. Twaits and Patrice M. Johnston its and their true and lawful attorneys, their separate or joint signatures sufficient to bind, with power of substitution, to execute, deliver and file in its or their behalf, and in each person's respective capacity or capacities as shown below, a registration statement on Form S-8 under the Securities Act of 1933, any and all amendments to and documents in support of or supplemental to said registration statement by the Corporation; and the Corporation and each said person hereby grant to said attorney full power and authority to do and perform each and every act and thing whatsoever as said attorney may deem necessary or advisable to carry out the full intent of this Power of Attorney to the same extent and with the same effect as the Corporation or the undersigned officers and directors of the Corporation might or could do personally in its or their capacity or capacities as aforesaid; and the Corporation and each of said persons hereby ratify, confirm and approve all acts and things that any one of said attorneys may do or cause to be done by virtue of this Power of Attorney and its signature or their signatures as the same may be signed by any one of said attorneys to said registration statement and any and all amendments to and documents in support of or supplemental to said registration statement and any and all amendments thereto.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Ft. Lauderdale, Florida, on the 12th day of September, 2003.

SEABULK INTERNATIONAL, INC.

By: /s/ GERHARD E. KURZ

Gerhard E. Kurz
President & Chief Executive Officer

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

<u>SIGNATURE</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ GERHARD E. KURZ</u> Gerhard E. Kurz	President, Chief Executive Officer & Director (Principal Executive Officer)	September 12, 2003
<u>/s/ VINCENT J. deSOSTOA</u> Vincent J. deSostoa	Senior Vice President & Chief Financial Officer (Principal Financial Officer)	September 12, 2003
<u>/s/ MICHAEL J. PELLICCI</u> Michael J. Pellicci	Vice President Finance & Corporate Controller (Principal Accounting Officer)	September 12, 2003
<u>/s/ ARI J. BENACERRAF</u> Ari J. Benacerraf	Director	September 12, 2003
<u>/s/ PETER H. CRESSY</u> Peter H. Cressy	Director	September 12, 2003

Edgar Filing: SEABULK INTERNATIONAL INC - Form S-8

<u>/s/ DAVID A. DURKIN</u>	Director	September 12, 2003
David A. Durkin		
<u>/s/ KENNETH V. HUSEMAN</u>	Director	September 12, 2003
Kenneth V. Huseman		
<u>/s/ ROBERT L. KEISER</u>	Director	September 12, 2003
Robert L. Keiser		
<u>/s/ PIERRE F. LAPEYRE, JR.</u>	Director	September 12, 2003
Pierre F. Lapeyre, Jr.		
<u>/s/ DAVID M. LEUSCHEN</u>	Director	September 12, 2003
David M. Leuschen		
<u>/s/ THOMAS P. MOORE</u>	Director	September 12, 2003
Thomas P. Moore, Jr.		
<u>/s/ STEVEN A. WEBSTER</u>	Director	September 12, 2003
Steven A. Webster		

Table of Contents

INDEX TO EXHIBITS

Exhibit Number	Description of Document
4.6*	Amended and Restated Equity Ownership Plan
4.7*	Stock Option Plan for Directors
5.1	Opinion of counsel as to the legality of securities being registered
23.1	Consent of Ernst & Young LLP
23.2	Consent of Alan R. Twaits, Esq., General Counsel to the Registrant (included in Exhibit 5.1)
24.1	Power of Attorney (included on signature page of this Registration Statement)

Incorporated by reference to the Company's Definitive Proxy Statement dated April 18, 2003