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WATER PIK TECHNOLOGIES INC

Form S-8

May 04, 2001

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As filed with the Securities and Exchange Commission on May 4, 2001

Registration No. 333-\_\_\_\_\_

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

-----  
FORM S-8  
REGISTRATION STATEMENT  
Under The Securities Act of 1933  
-----

WATER PIK TECHNOLOGIES, INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

25-1843384  
(I.R.S. Employer  
Identification No.)

23 Corporate Plaza, Suite 246  
Newport Beach, California 92660  
(949) 719-3700  
(Address, including zip code, and telephone number, including  
area code, of registrant's principal executive offices)

-----  
WATER PIK TECHNOLOGIES, INC. EMPLOYEE STOCK PURCHASE PLAN  
(Full title of the plan)

RICHARD D. TIPTON  
Vice President, General Counsel and Secretary  
Water Pik Technologies, Inc.  
23 Corporate Plaza, Suite 246  
Newport Beach, CA 92660  
(949) 719-3700  
(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

-----  
Copies to:

Elaine R. Levin  
Riordan & McKinzie  
600 Anton Boulevard, 18th Floor  
Costa Mesa, CA 92626  
(714) 433-2900

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CALCULATION OF REGISTRATION FEE

| TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED | AMOUNT TO BE REGISTERED | PROPOSED MAXIMUM OFFERING PRICE PER SHARE (1) | PROPOSED MAXIMUM AGGREGATE OFFERING PRICE | AMOUNT OF REGISTRATION FEE |
|--|-------------------------|---|---|----------------------------|
| COMMON STOCK                                       | 600,000                 | \$7.895                                       | \$4,737,000                               | \$1,185                    |

(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h), based on the average of the high and low sales prices of the Company's Common Stock on May 1, 2001, as reported on the New York Stock Exchange.

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PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

Pursuant to General Instruction E to Form S-8 regarding the registration of additional securities, Water Pik Technologies, Inc. (the "Company") hereby incorporates herein by reference the contents of the Registration Statement of the Company on Form S-8 filed with the Securities and Exchange Commission on February 9, 2000, Registration No. 333-96457 with respect to the Company's Employee Stock Purchase Plan.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

The validity of the issuance of the shares of Common Stock registered hereby (the "Shares") has been passed upon for the Company by Richard D. Tipton, Vice President, General Counsel and Secretary of the Company. Mr. Tipton holds stock and options to purchase stock granted under the Company's employee stock plans which in the aggregate represent less than 1% of the Common Stock.

ITEM 8. EXHIBITS.

- 5.1 Opinion of Richard D. Tipton, Vice President, General Counsel and Secretary of Water Pik Technologies, Inc.
- 23.1 Consent of Richard D. Tipton, Vice President, General Counsel and Secretary of Water Pik Technologies, Inc. (included in Exhibit 5.1).
- 23.2 Consent of Ernst & Young LLP, independent auditors.
- 24.1 Power of Attorney (included on page II-2).

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SIGNATURES

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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 Newport Beach, State of California, on May 3, 2001.

WATER PIK TECHNOLOGIES, INC.

By: /s/ RICHARD D. TIPTON

-----  
Richard D. Tipton  
Vice President, General Counsel  
and Secretary

We, the undersigned directors and officers of Water Pik Technologies, Inc., do hereby constitute and appoint Richard D. Tipton and Victor C. Streufert, or either of them, our true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution for us and in our name, place and stead, in any and all capacities to do any and all acts and things in our name and on our behalf in our capacities as directors and officers and to execute any and all instruments for us and in our names in the capacities indicated below, which said attorneys-in-fact and agents, or either of them, may deem necessary or advisable to enable said corporation to comply with the Securities Act of 1933, as amended (the "Securities Act") and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, including specifically, but without limitation, power and authority to sign for us or any of us in our names in the capacities indicated below, any and all amendments (including post-effective amendments) hereto as well as any related registration statement (or amendment thereto) filed in reliance upon Rule 462(b) under the Securities Act, with all exhibits thereto and other documents in connection therewith, and we do hereby ratify and confirm all that said attorneys-in-fact and agents, or either of them, shall do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated:

| Signature<br>-----                                      | Title<br>-----  | Date<br>----- |
|---|---|---------------|
| /s/ MICHAEL P. HOOPIS<br>-----<br>Michael P. Hoopis     | President and Chief Executive Officer<br>(Principal Executive Officer) and<br>Director                                      | May 3, 2001   |
| /s/ VICTOR C. STREUFERT<br>-----<br>Victor C. Streufert | Vice President- Finance and<br>Chief Financial Officer (Principal<br>Financial Officer and Principal<br>Accounting Officer) | May 3, 2001   |

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|                      |          |             |
|----------------------|----------|-------------|
| /s/ WILLIAM G. OUCHI | Director | May 3, 2001 |
| William G. Ouchi     |          |             |

|                       |          |             |
|-----------------------|----------|-------------|
| /s/ ROBERT P. BOZZONE | Director | May 3, 2001 |
| Robert P. Bozzone     |          |             |

|                     |          |  |
|---------------------|----------|--|
|                     | Director |  |
| W. Craig McClelland |          |  |

|                   |          |             |
|-------------------|----------|-------------|
| /s/ JAMES E. ROHR | Director | May 4, 2001 |
| James E. Rohr     |          |             |

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|                             |          |             |
|-----------------------------|----------|-------------|
| /s/ CHARLES J. QUEENAN, JR. | Director | May 3, 2001 |
| Charles J. Queenan, Jr.     |          |             |

|                    |          |             |
|--------------------|----------|-------------|
| /s/ F. PETER CUNEO | Director | May 3, 2001 |
| F. Peter Cuneo     |          |             |

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INDEX TO EXHIBITS

| Sequentially<br>Numbered<br>Exhibit | Description | Page Number |
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| -----                               | -----       | -----       |

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