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FIRSTFED AMERICA BANCORP INC

Form S-8

July 02, 2002

1

As filed with the Securities and Exchange Commission on July 2, 2002  
Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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

FIRSTFED AMERICA BANCORP, INC.  
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE  
(STATE OR OTHER JURISDICTION  
OF INCORPORATION OR ORGANIZATION)

11-3333218  
(IRS EMPLOYER  
IDENTIFICATION NO.)

ONE FIRSTFED PARK  
SWANSEA MALL DRIVE  
SWANSEA, MA 02777  
(508) 235-1500

(Address, including zip code, and telephone  
number, including area code, of registrant's principal executive offices)

FIRST FEDERAL SAVINGS BANK OF AMERICA  
EMPLOYEES' SAVINGS & PROFIT SHARING PLAN

(Full Title of the Plan)

Robert F. Stoico  
President and Chief Executive Officer  
FIRSTFED AMERICA BANCORP, INC.  
One FirstFed Park  
Swansea Mall Drive  
Swansea, MA 02777  
(508) 235-1500

Copies to:  
Lawrence M.F. Spaccasi, Esq.  
Thomas P. Hutton, Esq.  
Muldoon Murphy & Faucette LLP  
5101 Wisconsin Avenue, N.W.  
Washington, DC 20016  
(202) 362-0840

(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

| Title of each Class of Securities to be Registered | Amount to be Registered (1) | Proposed Maximum Offering Price Per Share | Proposed Maximum Aggregate Offering Price(2) |
|--|-----------------------------|---|--|
| Common Stock<br>\$.01 par Value                    | 240,000 Shares              | \$24.70 (3)                               | \$5,928,000                                  |
| Participation Interests(4)                         |                             |   |  |

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- (1) Together with an indeterminate number of additional shares which may be necessary to adjust reserved for issuance pursuant to the First Federal Savings Bank of America Employees' Savings Plan (the "Plan") as the result of a stock split, stock dividend or similar adjustment of the outstanding shares of FIRSTFED AMERICA BANCORP, INC. pursuant to 17 C.F.R. ss.230.416(a).
- (2) Estimated solely for the purpose of calculating the registration fee.
- (3) The average of the high and low prices of FIRSTFED AMERICA BANCORP, INC. Common Stock (the "Common Stock") on July 1, 2002 in accordance with 17 C.F.R. ss.230.457(c).
- (4) In addition, pursuant to 17 C.F.R. ss.230.416(c), this registration statement also covers any securities interests to be offered or sold pursuant to the employee benefit plan described herein based on the Plan that could be issued under the plan pursuant to 17 C.F.R. ss.230.457(h).
- (5) In accordance with 17 C.F.R. ss.230.457(h), where securities are to be offered pursuant to the Plan, the aggregate offering price and the amount of the registration fee shall be computed with reference to the number of shares of Common Stock issuable under the Plan that are covered by the registration statement. A separate fee is required for the participation interests.

THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE IMMEDIATELY UPON FILING IN ACCORDANCE WITH SECTION 8(A) OF THE SECURITIES ACT OF 1933, AS AMENDED, (THE "SECURITIES ACT") AND 17 C.F.R. SS.230.462.

2

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

EXPLANATORY NOTE

The contents of the previously filed Registration Statement for FIRSTFED AMERICA BANCORP, INC. dated January 7, 1997 (Registration No. 333-43801), is hereby incorporated by reference. This registration statement is being filed to register additional shares of FIRSTFED AMERICA BANCORP, INC. common stock under the First Federal Savings Bank of America Employees' Savings & Profit Sharing Plan and Trust.

Item 8. Exhibits

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The following exhibits are filed with or incorporated by reference into this Registration Statement on Form S-8 (numbering corresponds generally to Exhibit Table in Item 601 of Regulation S-K):

| No.  | Exhibit   |
|------|---|
| ---  | -----   |
| 10   | First Federal Savings Bank of America Employees' Savings & Profit Sharing Plan. |
| 23.1 | Consent of KPMG LLP.  |
| 24   | Power of attorney (see signature pages).  |

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3

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, FIRSTFED AMERICA BANCORP, INC. 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 Swansea, Massachusetts on June 27, 2002.

FIRSTFED AMERICA BANCORP, INC.

By:/s/ Robert F. Stoico

-----  
Robert F. Stoico  
Chairman of the Board of Directors, President  
and Chief Executive Officer

KNOW ALL MEN BY THESE PRESENT, that each person whose signature appears below constitutes and appoints Robert F. Stoico and Edward A. Hjerpe, III, as his true and lawful attorneys-in-fact and agents, each acting alone, with full powers of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities to sign any or all amendments to this Form S-8 Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the U.S. Securities and Exchange Commission, respectively, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and things requisite and necessary to be done as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, each acting alone, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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.

| Name<br>-----   | Title<br>-----   | Date<br>----- |
|---|--|---------------|
| /s/ Robert F. Stoico<br>-----<br>Robert F. Stoico           | Chairman of the Board of Directors,<br>President and Chief Executive<br>Officer  | June 27, 2002 |
| /s/ Edward A. Hjerpe, III<br>-----<br>Edward A. Hjerpe, III | Executive Vice President,<br>Chief Operating Officer and<br>Chief Financial Officer<br>(principal accounting and<br>financial officer) | June 27, 2002 |

4

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|   |          |               |
|---|----------|---------------|
| /s/ B. Benjamin Cavallo<br>-----<br>B. Benjamin Cavallo       | Director | June 27, 2002 |
| /s/ Richard W. Cederberg<br>-----<br>Richard W. Cederberg     | Director | June 27, 2002 |
| /s/ John S. Holden, Jr.<br>-----<br>John S. Holden, Jr.       | Director | June 27, 2002 |
| /s/ Gilbert C. Oliveira<br>-----<br>Gilbert C. Oliveira       | Director | June 27, 2002 |
| /s/ Paul A. Raymond, DDS<br>-----<br>Paul A. Raymond, DDS     | Director | June 27, 2002 |
| /s/ Thomas A. Rodgers, Jr.<br>-----<br>Thomas A. Rodgers, Jr. | Director | June 27, 2002 |
| /s/ Anthony L. Sylvia<br>-----<br>Anthony L. Sylvia           | Director | June 27, 2002 |

5

EXHIBIT INDEX

| Exhibit No. | Description  | Method of Filing | Sequentially<br>Numbered<br>Page<br>Location |
|-------------|--|------------------|--|
| -----       | -----  | -----            | -----  |
| 10          | First Federal Savings<br>Bank of America<br>Employees' Savings &<br>Profit Sharing Plan. | Filed herewith.  |  |

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|      |                      |                                |
|------|----------------------|--------------------------------|
| 23.0 | Consent of KPMG LLP. | Filed herewith.                |
| 24   | Power of Attorney    | Located on the signature page. |