

POLARIS INDUSTRIES INC/MN

Form S-8 POS

August 28, 2002

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As filed with the Securities and Exchange Commission on August 28, 2002

Registration No. 333-77765

**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-8
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933**

POLARIS INDUSTRIES INC.
(Exact name of registrant as specified in its charter)

Minnesota
(State or other jurisdiction of
incorporation or organization)

41-1790959
(I.R.S. Employer Identification
Number)

2100 Highway 55
Medina, Minnesota 55340
(Address, including zip code, of registrant's principal executive offices)

**POLARIS INDUSTRIES INC.
1999 BROAD-BASED STOCK OPTION PLAN**
(Full title of the plan)

Michael W. Malone, Vice President-Finance,
Chief Financial Officer, and Secretary
Polaris Industries Inc.
2100 Highway 55
Medina, Minnesota 55340
(763) 542-0500
(Name, address, including zip code and telephone number, including area code,
of agent for service)

Copy to:
James C. Melville
Kaplan, Strangis and Kaplan, P.A.
5500 Wells Fargo Center, 90 South Seventh Street
Minneapolis, Minnesota 55402
(612) 375-1138

CALCULATION OF REGISTRATION FEE

**Proposed
Maximum**

**Proposed
Maximum**

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| Title of Securities to be Registered | Amount to be Registered | Offering Price per Share | Aggregate Offering Price | Amount of Registration Fee |
|---|--|---|---|---|
| Common Stock, par value \$.01 per share | N/A(1) | N/A(1) | N/A(1) | N/A(1) |

(1) This Amendment is filed to deregister shares originally registered for issuance under the Polaris Industries Inc. 1999 Broad-Based Stock Option Plan pursuant to a Registration Statement on Form S-8 filed with the Securities and Exchange Commission on May 5, 1999.

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POST-EFFECTIVE AMENDMENT NO. 1

The purpose of this Post-Effective Amendment No. 1 to Registration Statement on Form S-8 (SEC File No. 333-77765) is to deregister shares of Polaris Industries Inc. common stock, \$0.01 par value (Common Stock), registered for issuance pursuant to the Polaris Industries Inc. 1999 Broad-Based Stock Option Plan (the Plan). The Registration Statement on Form S-8 filed in connection with the Plan registered 350,000 shares of Common Stock. As of August 28, 2002, 90,800 shares of Common stock registered under the Registration Statement on Form S-8 had not been issued under the Plan and are not subject to currently outstanding options. The 90,800 shares of Common Stock that remain unissued under the Plan are hereby deregistered.

Item 8. Exhibits.

The following is a complete list of the exhibits filed or incorporated by reference as part of this Post-Effective Amendment No. 1:

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|---|
| 24 | Powers of Attorney (filed herewith electronically). |

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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 Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Medina, State of Minnesota, on August 28, 2002.

POLARIS INDUSTRIES INC

By: /s/ Thomas C. Tiller

Thomas C. Tiller
President and
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the date indicated.

| Signature | Title | Date |
|------------------|--------------|-------------|
|------------------|--------------|-------------|

Thomas C. Tiller, pursuant to Powers of Attorney executed by each of the directors listed above whose name is marked with an * and filed as an exhibit hereto, by signing his name hereto does hereby sign and execute this Post-Effective Amendment No. 1 to the Registration Statement of Polaris Industries Inc. on behalf of each of such directors named above.

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INDEX TO EXHIBITS

| <u>Exhibit Number</u> | <u>Description</u> | <u>Method of Filing</u> |
|------------------------------|---------------------------|--------------------------------|
| 24 | Powers of Attorney | Filed herewith electronically |