

Edgar Filing: BERRY PETROLEUM CO - Form S-8

BERRY PETROLEUM CO

Form S-8

August 20, 2002

As filed with the Securities and Exchange Commission on August
20, 2002

Registration No. 333-

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

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

BERRY PETROLEUM COMPANY
(Exact name of registrant as specified in its charter)

| | |
|---|---|
| Delaware (State or other jurisdiction of incorporation or organization) | 77-0079387 (I.R.S. Employer Identification No.) |
|---|---|

5201 Truxtun Avenue, Suite 300
Bakersfield, California 93309
(Address of principal executive offices, including zip code)

Berry Petroleum Company 1994 Stock Option Plan
(Full Title of the Plan)

Jerry V. Hoffman
Chairman of the Board,
President and Chief Executive
Officer
5201 Truxtun Avenue, Suite 300
Bakersfield, California 93309
(661) 616-3900
(Name, Address, and Telephone
number, including area code, of
agent for service)

Copies to:
Laura K. McAvoy, Esq.
Jackson DeMarco & Peckenpaugh
2815 Townsgate Road, Suite 200
Westlake Village, California
91361

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CALCULATION OF REGISTRATION FEE

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| Title of Securities to be Registered | Amount to be Registered (1) (2) | Proposed Maximum Offering Price per Share (3) | Proposed Maximum Aggregate Offering Price (4) | Amount of Registration Fee |
|---|------------------------------------|--|--|----------------------------|
| Class A Common Stock, \$.01 par value | 1,000,000 shares | \$16.65 | \$16,650,000 | \$1,531.80 |
| Rights to Purchase Shares of Class A Common Stock | 1,000,000 shares | | | |

- (1) This Registration Statement also covers such additional number of shares, presently indeterminable, as may become issuable in the event of stock dividends, stock splits, recapitalizations or other changes in the Class A Common Stock.
- (2) Includes Rights to purchase shares of Class A Common Stock upon the occurrence of certain events pursuant to the Berry Petroleum Company Rights Agreement dated December 8, 1999 ("Rights Agreement").
- (3) Estimated solely for purposes of calculating the amount of the registration fee pursuant to Rule 457(h) and Rule 457 (c) of the Securities Act of 1933, as amended (the "Securities Act"). The Proposed Maximum Offering Price Per Share has been computed on the basis of the price of securities of the same class using the average of the high and low prices of the Common Stock as reported by the New York Stock Exchange of \$16.65 per share on August 16, 2002.
- (4) Amount to be Registered multiplied by the Proposed Maximum Offering Price Per Share.

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The Company's Registration Statement on Form S-8 (File No. 33-61337) filed with the Commission on July 27, 1995 and the Registration Statement on Form S-8 (File No. 333-62873) filed with the Commission on September 4, 1998 are incorporated herein by reference.

At the Annual Meeting of Stockholders of Berry Petroleum

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Company held on May 16, 2002, the Stockholders approved an amendment to the Berry Petroleum Company Restated and Amended 1994 Stock Option Plan (the "Plan") that (i) increased, by 1,000,000 shares, the number of shares of Class A Common Stock, \$0.01 par value ("Shares"), authorized for issuance under the Plan to a total of 3,000,000 Shares and (ii) provided that the Option exercise price shall be not less than the Fair Market Value on the date of grant. This Registration Statement registers such additional securities.

SIGNATURES

THE REGISTRANT. 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 Bakersfield, State of California, on this 19 day of August 2002.

BERRY PETROLEUM COMPANY

By: s/s Jerry V. Hoffman
Jerry V. Hoffman, Chairman of the Board,
President and Chief Executive Officer
(Principal Executive Officer)

By: s/s Ralph J. Goehring
Ralph J. Goehring, Senior Vice President and
Chief Financial Officer
(Principal Financial Officer)

By: s/s Donald A. Dale
Donald A. Dale, Controller
(Principal Accounting 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 date indicated.

| SIGNATURES | TITLE | DATE |
|--|---|---------------|
| S/s Jerry V. Hoffman Jerry V. Hoffman | Chairman of the Board, President and Director | July 16, 2002 |

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| | | |
|--|----------|-----------------|
| S/s William F. Berry William F. Berry | Director | July 22, 2002 |
| S/s Ralph B. Busch, III Ralph B. Busch, III | Director | July 19, 2002 |
| S/s William E. Bush William E. Bush, Jr. | Director | July 22, 2002 |
| S/s Steven L. Cropper Steven L. Cropper | Director | July 23, 2002 |
| S/s J. Herbert Gaul, Jr. J. Herbert Gaul, Jr. | Director | July 19, 2002 |
| S/s John A. Hagg John A. Hagg | Director | August 13, 2002 |
| S/s Robert Heinemann Robert Heinemann | Director | August 5, 2002 |
| S/s Thomas J. Jamieson Thomas J. Jamieson | Director | July 17, 2002 |
| S/s Roger G. Martin Roger G. Martin | Director | July 19, 2002 |
| S/s Martin H. Young, Jr. Martin H. Young, Jr. | Director | July 30, 2002 |

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EXHIBIT INDEX

| Exhibit No. | Description | Sequentially Numbered Pages |
|----------------|--|-----------------------------------|
| 4.1 | Restated and Amended 1994 Stock Option Plan | 6 |
| 5.1 | Opinion of Jackson DeMarco & Peckenpaugh regarding validity of securities | 13 |
| 23.1 | Consent of Jackson DeMarco & Peckenpaugh (included in Exhibit 5.1) | 13 |
| 23.2 | Consent of PriceWaterhouseCoopers L.L.P. | 14 |

