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SYSCO CORP
Form S-8
April 04, 2001

As filed with the Securities and Exchange Commission on April 4, 2001
Registration Statement No. 333-_____

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
Registration Statement
Under
The Securities Act Of 1933

SYSCO CORPORATION
(Exact name of registrant as specified in its charter)

Delaware ----- (State or other jurisdiction of incorporation or organization)	74-1648137 ----- (I.R.S. Employer Identification No.)
--	--

1390 Enclave Parkway, Houston, Texas 77077-2099
(Address of Principal Executive Offices) (Zip Code)

Guest Supply, Inc. 1993 Stock Option Plan
Guest Supply, Inc. 1996 Long-Term Incentive Plan
(Full title of the plan)

Michael C. Nichols, Vice President,
General Counsel and Assistant Secretary
SYSCO Corporation
1390 Enclave Parkway
Houston, Texas 77077-2099
(281) 584-1390
(Name, address and telephone number, including area code, of agent for service)

Copy to:
B. Joseph Alley, Jr., Esq.
Arnall Golden Gregory LLP
2800 One Atlantic Center
1201 West Peachtree Street
Atlanta, Georgia 30309-3450
(404) 873-8500

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum Aggregate offering Price (2)
Common Stock, \$1.00 par value	571,920	\$26.19	\$ 14,978,584.80

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- (1) Pursuant to Rule 416(a), also covers additional securities that may be offered as a result of stock splits, stock dividends or similar transactions.
- (2) Calculated pursuant to Rules 457(c) and 457(h), based upon the average of the high and low prices of SYSCO's common stock on March 29, 2001 as quoted on The New York Stock Exchange.

EXPLANATORY NOTE

On March 12, 2001, Sysco Food Services of New Jersey, Inc., a Delaware corporation and wholly owned subsidiary of Sysco Corporation ("SYSCO"), completed its exchange offer for all of the outstanding shares of Guest Supply, Inc., a New Jersey corporation ("Guest Supply"), common stock at an exchange ratio of 0.9564 shares of SYSCO common stock for each share of common stock of Guest Supply validly tendered prior to the expiration of the offer, pursuant to that certain Merger Agreement and Plan of Reorganization dated as of January 22, 2001 among SYSCO, Guest Supply and Sysco Food Services of New Jersey, Inc. (the "Merger Agreement").

On March 15, 2001, Guest Supply became a wholly owned subsidiary of SYSCO as a result of the merger of Sysco Food Services of New Jersey, Inc. with and into Guest Supply, with Guest Supply being the surviving corporation. Pursuant to the Merger Agreement, each option to purchase shares of Guest Supply common stock that remained outstanding immediately before the Effective Time (as defined in the Merger Agreement) was, as a result of the Merger, assumed by SYSCO and converted, effective as of the Effective Time, into an option to purchase SYSCO common stock in accordance with the Merger Agreement.

This Registration Statement relates to 571,920 shares of SYSCO common stock, par value \$1.00 per share, that may be issued from time to time under the Guest Supply 1993 Stock Option Plan and 1996 Long Term Incentive Plan, from and after March 15, 2001. Of the total of 571,920 shares, 318,478 shares are allocated for the 1993 Stock Option Plan and 253,442 shares are allocated for the 1996 Long Term Incentive Plan.

2

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Certain Documents by Reference. The following documents are incorporated by reference in this Registration Statement:

- (a) SYSCO's Annual Report on Form 10-K for the fiscal year ended July 1, 2000.
- (b) SYSCO's Quarterly Reports on Form 10-Q for the quarters ended September 30, 2000 and December 30, 2000.
- (c) SYSCO's Current Report on Form 8-K filed on August 3, 2000.
- (d) SYSCO's Current Report on Form 8-K filed on October 20, 2000.

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- (e) SYSCO's Current Report on Form 8-K filed on October 26, 2000.
- (f) SYSCO's Current Report on Form 8-K Filed on November 6, 2000.
- (g) SYSCO's Current Report on Form 8-K filed January 16, 2001.
- (h) SYSCO's Current Reports on Form 8-K filed January 22, 2001.
- (i) SYSCO's Current Report on Form 8-K filed January 23, 2001.
- (j) SYSCO's Current Report on Form 8-K filed February 5, 2001.
- (k) SYSCO's Current Report on Form 8-K filed March 1, 2001.
- (l) SYSCO's Current Report on Form 8-K filed March 5, 2001.
- (m) SYSCO's Current Report on Form 8-K filed March 7, 2001.
- (n) SYSCO's Current Report on Form 8-K filed March 14, 2001.

(o) The description of SYSCO's common stock contained in SYSCO's registration statement on Form 8-A filed under Section 12 of the Securities Exchange Act of 1934, and any amendment or report filed for the purpose of updating such description, as updated by the description of capital stock contained in SYSCO's Current Report on Form 8-K filed on October 26, 2000.

All documents subsequently filed by SYSCO pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, prior to the filing of a post-effective amendment to this registration statement which indicates that all of the shares of common stock offered have been sold or which deregisters all of such shares then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be a part hereof from the date of filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

Item 4. Description of Securities.

Not applicable.

3

Item 5. Interests of Named Experts and Counsel.

Certain legal matters will be passed upon for SYSCO by Arnall Golden Gregory LLP, Atlanta, Georgia. Jonathan Golden, the sole stockholder of Jonathan Golden P.C. (a partner of Arnall Golden Gregory LLP), is a director of SYSCO. As of March 31, 2001, attorneys with Arnall Golden Gregory LLP beneficially owned an aggregate of approximately 160,000 shares of SYSCO's common stock.

Item 6. Indemnification of Directors and Officers.

SYSCO is a Delaware corporation. Section 145 of the Delaware General Corporation Law provides for indemnification of officers, directors and other persons for losses and expenses incurred under certain circumstances. SYSCO's Restated Certificate of Incorporation provides for indemnification to the

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fullest extent permitted by Section 145 of the Delaware General Corporation Law. Pursuant to SYSCO's Bylaws, SYSCO maintains insurance on behalf of, and may indemnify, officers, directors, employees and agents of SYSCO against any liability asserted against them or incurred by them in any such capacity, or arising out of their status as such.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

Exhibit No. -----	Exhibit -----
4(a)	Restated Certificate of Incorporation (Incorporated by reference to Exhibit 3(a) to the Registrant's Annual Report on Form 10-K for the fiscal year ended June 28, 1997).
4(b)	Certificate of Amendment of Certificate of Incorporation increasing authorized shares (Incorporated by reference to Exhibit 3(d) to the Registrant's Quarterly Report on Form 10-Q for the quarter ended January 1, 2000).
4(c)	Amended and Restated Bylaws of SYSCO Corporation as amended May 12, 1999 (Incorporated by reference to Exhibit 3(b) to the Registrant's Annual Report on Form 10-K for the fiscal year ended July 3, 1999).
4(d)	Form of Amended Certificate of Designation, Preferences and Rights of Series A Junior Participating Preferred Stock (Incorporated by reference to Exhibit 3(c) to the Registrant's Annual Report on Form 10-K for the fiscal year ended June 29, 1996).
4(e)	Senior Debt Indenture, dated as of June 15, 1995 between SYSCO Corporation and First Union National Bank, as Trustee (Incorporated by reference to Exhibit 4(a) to the Registrant's Registration Statement on Form S-3 (No. 333-52897)).
4(f)	First Supplemental Indenture, dated as of June 27, 1995, between SYSCO Corporation and First Union National Bank, Trustee, as amended (Incorporated by reference to Exhibit 4(e) to the Registrant's Annual Report on Form 10-K for the fiscal year ended June 29, 1996).
4(g)	Second Supplemental Indenture, dated as of May 1, 1996, between SYSCO Corporation and First Union National Bank, Trustee, as amended (Incorporated by reference to Exhibit 4(f) to the Registrant's Annual Report on Form 10-K for the fiscal year ended June 29, 1996).
4(h)	Third Supplemental Indenture, dated as of April 25, 1997, between SYSCO Corporation and First Union National Bank, Trustee (Incorporated by reference to Exhibit 4(g) to the Registrant's Annual Report on Form 10-K for the fiscal year ended June 28,

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1997).

4

- 4(i) Fourth Supplemental Indenture, dated as of April 25, 1997, between SYSCO Corporation and First Union National Bank, Trustee (Incorporated by reference to Exhibit 4(h) to the Registrant's Annual Report on Form 10-K for the fiscal year ended June 28, 1997).
- 4(j) Fifth Supplemental Indenture, dated as of July 27, 1998, between SYSCO Corporation and First Union National Bank, Trustee (Incorporated by reference to Exhibit 4(h) to the Registrant's Annual Report on Form 10-K for the fiscal year ended June 27, 1998).
- 4(k) Sixth Amendment and Restatement of Competitive Advance and Revolving Credit Facility Agreement dated May 31, 1996 (Incorporated by reference to Exhibit 4(a) to the Registrant's Annual Report on Form 10-K for the fiscal year ended June 27, 1996).
- 4(l) Agreement and Seventh Amendment to Competitive Advance and Revolving Credit Facility Agreement dated as of June 27, 1997 (Incorporated by reference to Exhibit 4(a) to the Registrant's Annual Report on Form 10-K for the fiscal year ended June 28, 1997).
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- 4(n) Agreement and Ninth Amendment to Competitive Advance and Revolving Credit Facility Agreement dated as of December 1, 1999 (Incorporated by reference to Exhibit 4(j) to the Registrant's Quarterly Report on Form 10-Q for the quarter ended January 1, 2000).
- 5* Opinion of Arnall Golden Gregory LLP regarding legality.
- 15* Letter from Arthur Andersen LLP re: Unaudited Financial Statements.
- 23.1* Consent of Arnall Golden Gregory LLP (Included as part of Exhibit 5 hereto).
- 23.2* Consent of Arthur Andersen LLP.
- 24* Power of Attorney (included as part of the signature page hereto).

* Filed herewith.

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Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

5

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraph (a)(1)(i) and (a)(1)(ii) shall not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) The undersigned registrant hereby undertakes to deliver or cause to be delivered with the prospectus, to each person to whom the prospectus is sent or given, the latest annual report to security holders that is incorporated by reference in the prospectus and furnished pursuant to and meeting the requirements of Rule 14a-3 or Rule 14c-3 under the Securities Exchange Act of 1934; and, where interim financial information required to be presented by Article 3 of Regulation S-X is not set forth in the prospectus, to deliver, or cause to be delivered to each person to whom the prospectus is sent or given,

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the latest quarterly report that is specifically incorporated by reference in the prospectus to provide such internal financial information.

(d) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the provisions described in Item 6 above, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceedings) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

6

SIGNATURES

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 Houston, State of Texas on April 2, 2001.

SYSCO CORPORATION

By: /s/ Charles H. Cotros

Charles H. Cotros
Chairman and Chief Executive Officer

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Charles H. Cotros, John K. Stubblefield, Jr. and Richard J. Schnieders and each of them, as such person's true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for such person and in such person's name, place, and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as such person might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, or their 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.

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Name	Title	Date
/s/ Charles H. Cotros ----- Charles H. Cotros	Chairman and Chief Executive Officer (Principal Executive Officer)	April 2, 2012
/s/ John K. Stubblefield, Jr. ----- John K. Stubblefield, Jr.	Executive Vice President, Finance and Administration (Principal Financial and Accounting Officer)	April 2, 2012
/s/ John W. Anderson ----- John W. Anderson	Director	April 2, 2012
/s/ Colin G. Campbell ----- Colin G. Campbell	Director	April 2, 2012
/s/ Judith B. Craven ----- Judith B. Craven	Director	April 2, 2012
/s/ Frank A. Godchaux, III ----- Frank A. Godchaux III	Director	April 2, 2012
----- Jonathan Golden	Director	April __, 2012
/s/ Thomas E. Lankford ----- Thomas E. Lankford	Director	April 2, 2012
7		
/s/ Richard G. Merrill ----- Richard G. Merrill	Director	April 2, 2012
/s/ Frank H. Richardson ----- Frank H. Richardson	Director	April 3, 2012
/s/ Richard J. Schnieders ----- Richard J. Schnieders	Director	April 2, 2012
/s/ Phyllis S. Sewell ----- Phyllis S. Sewell	Director	April 2, 2012
----- John F. Woodhouse	Director	April __, 2012

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EXHIBIT INDEX

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9

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10

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