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DRS TECHNOLOGIES INC

Form S-8

March 05, 2002

As filed with the Securities and Exchange Commission on March 4, 2002

Registration No. 333-

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

DRS TECHNOLOGIES, INC.
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of Incorporation or
Organization)

132632319
(I.R.S. Employer
Identification No.)

5 Sylvan Way
Parsippany, New Jersey 07054
(973) 898-1500
(Address, Including Zip Code, of Registrant's Principal Executive Offices)

DRS Technologies, Inc. 1996 Omnibus Plan
(Full Title of Plan)

Nina Laserson Dunn, Esq.
Executive Vice President, General Counsel and Secretary
DRS Technologies, Inc.
5 Sylvan Way
Parsippany, New Jersey 07054
(973) 898-1500
(Name, Address, Including Zip Code, and Telephone Number, Including Area Code,
of Agent For Service)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1) (2)	Proposed Maximum Offering Price per	Proposed Maximum Aggregate Offering
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		Share (3) (4)	Price (4)
Common Stock, par value \$.01 per share	1,875,000	\$38.255	\$71,728,125.00

(1) Plus such additional number of shares of the Registrant's Common Stock as may be issuable pursuant to the antidilution provisions of the Registrant's 1996 Omnibus Plan.

(2) On November 20, 1998 and May 18, 2000, the Registrant's Board of Directors resolved to increase by 900,000 and 975,000, respectively, the shares of the Registrant's Common Stock available for issuance pursuant to the Registrant's 1996 Omnibus Plan. A Registration Statement on Form S-8 with respect to a total of 500,000 of such shares of the Registrant's Common Stock was previously filed (Registration No. 333-14487). Such amendments to the Registrant's 1996 Omnibus Plan were approved by the Registrant's stockholders at the February 11, 1999 Special Meeting of Stockholders and the August 9, 2000 Annual Meeting of Stockholders, respectively.

(3) Estimated pursuant to paragraphs (c) and (h) of Rule 457 under the Securities Act of 1933, as amended (the "Securities Act"), on the basis of the average of the high and low sale prices for a share of the Registrant's Common Stock on the American Stock Exchange on February 26, 2002, which date is within five business days of the filing of this Registration Statement.

(4) Estimated solely for the purpose of calculating the registration fee.

(5) The registration fee has been calculated pursuant to Section 6(b) of the Securities Act as follows: .000092 of \$71,728,125.00, the proposed maximum aggregate offering price.

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Pursuant to General Instruction E to Form S-8 under the Securities Act, this Registration Statement is filed for the purpose of registering additional securities of the same class as those registered under the currently effective Registration Statement on Form S-8 (Registration No. 333-14487) relating to the 1996 Omnibus Plan of DRS Technologies, Inc. (formerly named Diagnostic/Retrieval Systems, Inc.) (the "Registrant"), and the contents of that Registration Statement, including any amendments thereto or filings incorporated therein, are incorporated herein by this reference.

PART II

INFORMATION NOT REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents filed by the Registrant with the Securities and Exchange Commission (the "Commission") under the Securities Exchange Act of

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1934, as amended (the "Exchange Act"), are incorporated herein by reference:

- (a) the Registrant's Annual Report on Form 10-K for the year ended March 31, 2001.
- (b) the Registrant's Quarterly Reports on Form 10-Q for the quarters ended June 30, 2001 and December 31, 2001, and the Registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2001, as amended by the Registrant's Quarterly Report on Form 10-Q/A filed on November 21, 2001.
- (c) the Registrant's Current Report on Form 8-K filed on October 12, 2001, as amended by the Current Report on Form 8-K/A filed on November 21, 2001.
- (d) The description of the common stock, par value \$.01 per share, of the Registrant (the "Common Stock") set forth as Item 1 under the caption "Description of the Registrant's Securities to be Registered" in the Registrant's Registration Statement on Form 8-A filed pursuant to Section 12(b) of the Exchange Act on March 21, 1996, as amended by Amendment No. 1 thereto, dated March 27, 1996, filed on March 28, 1996 and declared effective by the Commission on April 1, 1996, and any amendments or reports filed for the purpose of updating such description.

All documents filed by the Registrant after the date of this Registration Statement pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all shares of the Common Stock offered hereby has been sold or which deregisters such shares of the Common Stock then remaining unsold, shall be deemed to be incorporated in this Registration Statement by reference and shall be a part hereof from the date of filing such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference in this Registration Statement 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 in this Registration Statement 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 8. EXHIBITS.

The exhibits listed on the Exhibit Index of this Registration Statement are filed herewith or are incorporated herein by reference to other filings.

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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 on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Parsippany, State of New Jersey, on March 4, 2002.

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Date: DRS TECHNOLOGIES, INC.

March 4, 2002

By: /s/ Mark S. Newman

 Mark S. Newman
 Chairman of the Board,
 President and
 Chief Executive Officer

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Mark S. Newman and Nina L. Dunn, jointly and severally, his true and lawful attorneys-in-fact, each with the full power of substitution and resubstitution, for them in any and all capacities, to sign any amendments to this Registration Statement (including post-effective amendments), and to file the same, with exhibits thereto and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact full power and authority to perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact, or his or her 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 on behalf of the Registrant in the capacities and on the dates indicated.

SIGNATURE -----	TITLE -----	DATE ----
/s/ Mark S. Newman ----- Mark S. Newman	Chairman of the Board of Directors, President, Chief Executive Officer and Director	March 4, 2002
/s/ Richard A. Schneider ----- Richard A. Schneider	Executive Vice President, Chief Financial Officer and Treasurer	March 4, 2002
/s/ Ira Albom ----- Ira Albom	Director	March 4, 2002
/s/ Donald C. Fraser ----- Donald C. Fraser	Director	March 4, 2002

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/s/ William F. Heitmann ----- William F. Heitmann	Director	March 4, 2002
/s/ Steven S. Honigman ----- Steven S. Honigman	Director	March 4, 2002
/s/ C. Shelton James ----- C. Shelton James	Director	March 4, 2002

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/s/ Mark N. Kaplan ----- Mark N. Kaplan	Director	March 4, 2002
/s/ Stuart F. Platt ----- Stuart F. Platt	Director	March 4, 2002
/s/ Dennis J. Reimer ----- Dennis J. Reimer	Director	March 4, 2002
/s/ Eric J. Rosen ----- Eric J. Rosen	Director	March 4, 2002

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EXHIBIT INDEX

EXHIBIT NUMBER -----	DESCRIPTION -----
4.1	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Registrant, as filed August 8, 2001 in the office of the Secretary of State of Delaware (incorporated by reference to Exhibit 3.9 to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2001).
4.2	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Registrant, as filed August 8, 1997 in the office of the Secretary of State of Delaware (incorporated by reference to Exhibit 4.1 to the Registrant's Registration Statement on Form S-4, Registration No. 333-69751).
4.3	Amended and Restated Certificate of Incorporation of the Registrant, as filed April 1, 1996 in the office of the Secretary of State of Delaware (incorporated by reference to Exhibit 3.4 to the Registrant's Registration Statement on Form 8-A, Registration No. 33-64641, Post-Effective Amendment No. 1).
4.4	Amended and Restated By-Laws of the Registrant, as of April 1, 1996 (incorporated by reference to Exhibit 3.8 to the Registrant's Registration Statement on Form 8-A, Registration No. 33-64641, Post-Effective Amendment No. 1).
4.5	Form of Certificate of the Registrant's Common Stock, par value \$.01 per share (incorporated by reference to Exhibit 4.11 to the Registrant's Registration Statement on Form S-8, Registration No. 333-14487).
5.1	Opinion of Nina Laserson Dunn, Esq., regarding legality of the securities being registered.
23.1	Consent of KPMG LLP.

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- 23.2 Consent of Nina Laserson Dunn, Esq. (included in the opinion filed as Exhibit 5.1 hereto).
- 24.1 Powers of Attorney of the directors and certain officers of the Registrant (included in the signature pages to this Registration Statement).
- 99.1 1996 Omnibus Plan (incorporated by reference to Exhibit 99.1 to the Registrant's Registration Statement on Form S-8, Registration No. 333-14487).
- 99.2 1996 Omnibus Plan, as amended (incorporated by reference to Annex A to the Registrant's Definitive Proxy Statement on Schedule 14A dated June 28, 2000).
- 99.3 Form of stock option agreement relating to options granted under the 1996 Omnibus Plan (incorporated by reference to Exhibit 99.2 to the Registrant's Registration Statement on Form S-8, Registration No. 333-14487).