

PIONEER STANDARD ELECTRONICS INC

Form S-8 POS

June 19, 2003

As filed with the Securities and Exchange Commission on June 19, 2003

Registration No. 333-40750

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 2  
to  
FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**PIONEER-STANDARD ELECTRONICS, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**Ohio**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**34-0907152**  
(I.R.S. Employer Identification No.)

**6065 Parkland Boulevard  
Mayfield Heights, Ohio 44124**  
(Address of Principal Executive Offices, Including Zip Code)

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**THE RETIREMENT PLAN OF PIONEER-STANDARD ELECTRONICS, INC., AS AMENDED  
THE RETIREMENT PLAN OF PIONEER-STANDARD ELECTRONICS, INC. II, AS AMENDED**  
(Full Title of the Plan)

**Copy to:**

Kathryn K. Vanderwist, Esq.  
Vice President, General Counsel  
and Assistant Secretary  
Pioneer-Standard Electronics, Inc.  
6065 Parkland Boulevard  
Mayfield Heights, Ohio 44124  
(440) 720-8500 Lawrence N. Schultz, Esq.  
Calfee, Halter & Griswold LLP  
1400 McDonald Investment Center  
800 Superior Avenue  
Cleveland, Ohio 44114  
(216) 622-8200

(Name, Address and Telephone Number, Including Area Code, of Agent for Service)

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**CALCULATION OF REGISTRATION FEE**

| <b>Title Of Securities To Be Registered (1)</b> | <b>Amount To Be Registered (2)</b> | <b>Proposed Maximum Offering Price Per Share (3)</b> | <b>Proposed Maximum Aggregate Offering Price (3)</b> | <b>Amount Of Registration Fee (5)</b> |
|---|------------------------------------|--|--|---------------------------------------|
|---|------------------------------------|--|--|---------------------------------------|

(1) Pursuant to Rule 417(c) under the Securities Act of 1933, as amended (the Securities Act ), this Registration Statement also covers an indeterminate number of interests to be offered or sold pursuant to The Retirement Plan of Pioneer-Standard Electronics, Inc., as amended (the Retirement Plan ) and The Retirement Plan of Pioneer-Standard Electronics, Inc. II, as amended (the Retirement Plan II ).

(2) This Registration Statement also relates to an indeterminate number of additional common shares, without par value ( Common Shares ), issuable as a result of the anti-dilution provisions of the Retirement Plan and the Retirement Plan II.

(3) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(h) and 457(c) under the Securities Act and based upon the average of the high and low prices reported on the Nasdaq National Market on June 23, 2000 as to the 300,000 Common Shares registered upon the initial filing of this Registration Statement.

(4) This Registration Statement also relates to the rights to purchase Common Shares of the Registrant which are attached to all Common Shares issued, pursuant to the terms of the Rights Agreement, dated as of April 27, 1999, by and between the Registrant and National City Bank. Until the occurrence of certain prescribed events, the rights are not exercisable, are evidenced by the certificates for the Common Shares and will be transferred with and only with such Common Shares. Because no separate consideration is paid for the rights, the registration fee therefor is included in the fee for the Common Shares. The terms of the Rights are described in the Registrant s Registration Statement on Form 8-A, File No. 0-05734, as the same may be amended or supplemented from time to time.

(5) A registration fee in the amount of \$1,127 was paid upon the initial filing of this Registration Statement on June 30, 2000. No additional Common Shares are being registered pursuant to this Post-Effective Amendment No. 2 to the Registration Statement.

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The Registration Statement on Form S-8 (Registration Statement No. 333-40750) (the Registration Statement ) is being amended to reflect the merger of the Retirement Plan of Pioneer-Standard Electronics, Inc. and the Retirement Plan of Pioneer-Standard Electronics, Inc. II. The remaining contents of the Registration Statement are hereby incorporated by reference. Pursuant to Rule 412 of the Securities Act, any statement contained in a document incorporated or deemed to be incorporated by reference in this Amendment No. 2 to the Registration Statement shall be deemed to be modified or superceded for purposes of this Amendment No. 2 to the extent that a statement contained in this Amendment No. 2 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 Amendment No. 2.

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**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 Mayfield Heights, state of Ohio, on this 19th day of June, 2003.

**PIONEER-STANDARD ELECTRONICS, INC.**

/s/ Arthur Rhein

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Pursuant to the requirements of the Securities Exchange Act of 1933, this Report has been signed below by the following persons on behalf of the Registrant and in the capacities as of June 19, 2003.

| <u>Signature</u>  | <u>Title</u>   |
|---|--|
| /s/ Arthur Rhein<br>_____<br>Arthur Rhein                       | Chairman, President, Chief Executive Officer<br>and Director (Principal Executive Officer)                         |
| /s/ Steven M. Billick<br>_____<br>Steven M. Billick             | Executive Vice President, Treasurer and Chief<br>Financial Officer<br>(Principal Financial and Accounting Officer) |
| /s/ James L. Bayman<br>_____<br>James L. Bayman                 | Director   |
| /s/ Charles F. Christ<br>_____<br>Charles F. Christ             | Director   |
| /s/ Thomas A. Commes<br>_____<br>Thomas A. Commes               | Director   |
| /s/ Howard V. Knicely<br>_____<br>Howard V. Knicely             | Director   |
| /s/ Keith M. Kolerus<br>_____<br>Keith M. Kolerus               | Director   |
| /s/ Robert A. Lauer<br>_____<br>Robert A. Lauer                 | Director   |
| /s/ Robert G. McCreary, III<br>_____<br>Robert G. McCreary, III | Director   |
| /s/ Thomas C. Sullivan<br>_____<br>Thomas C. Sullivan           | Director   |

Thomas C. Sullivan

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*The Plan.* Pursuant to the requirements of the Securities Act of 1933, the person administering the Plan has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Mayfield Heights, state of Ohio, on June 19, 2003.

THE RETIREMENT PLAN OF  
PIONEER-STANDARD ELECTRONICS, INC.

By: PIONEER-STANDARD ELECTRONICS, INC.

/s/ Richard A. Sayers II

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Richard A. Sayers II  
Executive Vice President and Chief Human Resources Officer

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**EXHIBIT INDEX**

| Exhibit Number | Description   |
|----------------|---|
| 4.1            | Amended Articles of Incorporation of the Company, which are incorporated by reference to Exhibit 2 to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 1997, as amended on March 18, 1998 (File No. 0-5734). |
| 4.2            | Amended Code of Regulations, as amended, of the Company, which is incorporated by reference to Exhibit 3(b) to the Company's Annual Report on Form 10-K for the year ended March 31, 1997 (File No. 0-5734).                                |
| 4.3            | Rights Agreement, dated as of April 27, 1999, by and between the Company and National City Bank, which is incorporated herein by reference to Exhibit 1 to the Company's Registration Statement on Form 8-A (File No. 0-5734).              |
| 4.4            | The Retirement Plan of Pioneer-Standard Electronics, Inc., which is incorporated herein by reference to Exhibit 4.4 to the Company's Registration Statement on Form S-8, filed June 30, 2000 (Registration Statement No. 333-40750).        |
| 4.5            | The Retirement Plan of  |

Pioneer-Standard  
Electronics, Inc.  
II, as amended,  
which is  
incorporated  
herein by  
reference to  
Exhibit 4.5 to the  
Company's  
Registration  
Statement on  
Form S-8, filed  
June 29, 2001  
(Registration  
Statement  
No. 333-40750)4.6  
Amendment  
No. 1 to the  
Retirement Plan  
of  
Pioneer-Standard  
Electronics,  
Inc.\*4.7  
Amendment  
No. 1 to the  
Retirement Plan  
of  
Pioneer-Standard  
Electronics, Inc.  
II\*4.8  
Agreement for  
the Merger of the  
Retirement Plan  
of  
Pioneer-Standard  
Electronics, Inc.  
II into the  
Retirement Plan  
of  
Pioneer-Standard  
Electronics,  
Inc.\*5.1 Opinion  
of Calfee, Halter  
& Griswold LLP  
regarding the  
validity of the  
securities  
registered. \*23.1  
Consent of Ernst  
& Young LLP.  
\*23.2 Consent of  
Calfee, Halter &  
Griswold LLP,  
included in  
Exhibit 5.1.

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\* Filed herewith.