

CRAWFORD & CO
Form S-8
November 06, 2014

As filed with the Securities and Exchange Commission on November 6, 2014

Registration No. 333-

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

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

CRAWFORD & COMPANY

(Exact name of Company as specified in its charter)

Georgia
(State or other jurisdiction of
incorporation or organization)

58-0506554
(I.R.S. Employer
Identification No.)

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1001 Summit Boulevard, Atlanta, Georgia 30319

(Address of Principal Executive Offices) (Zip Code)

Crawford & Company Executive Stock Bonus Plan

(Full title of the plan)

R. Eric Powers, III

Associate General Counsel and Assistant Corporate Secretary

Crawford & Company

1001 Summit Boulevard

Atlanta, Georgia 30319

(Name and address of agent for service)

(404) 300-1000

(Telephone number, including area code, of agent for service)

With a copy to:

Bryan E. Davis, Esq.

Jones Day

1420 Peachtree Street, N.E., Suite 800

Atlanta, Georgia 30309-3053

(404) 521-3939

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Indicate by check mark whether the Company is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer
 Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

CALCULATION OF REGISTRATION FEE

| Title of securities to be registered | Amount to be registered | Proposed maximum offering price per share | Proposed maximum aggregate offering price | Amount of registration fee |
|---|-------------------------------|--|--|-------------------------------|
| Class A Common Stock, \$1.00 par value | 4,000,000 (1) | \$8.21 (2) | \$32,840,000 (2) | \$3,816.01 (2) |

- (1) Pursuant to Rule 416 of the Securities Act of 1933 (the Securities Act), there are also registered hereunder such indeterminate number of additional securities as may become available for issuance pursuant to the Crawford & Company Executive Stock Bonus Plan as a result of the antidilution provisions contained therein.
- (2) Estimated solely for the purpose of computing the registration fee, pursuant to Rules 457(h) and (c) under the Securities Act.

EXPLANATORY NOTE

This registration statement on Form S-8 (this Registration Statement) relating to the Crawford & Company (we, our, us or the Company) amended and restated Executive Stock Bonus Plan, as amended (the Plan), is being filed with the Securities and Exchange Commission (the Commission) to register additional securities of the same class as other securities for which previously filed registration statements on Form S-8 (Registration Nos. 333-161280 and 333-125557, together, the Original Filings) relating to the Plan are effective. Pursuant to General Instruction E to Form S-8, this Registration Statement incorporates by reference the contents of the Original Filings, including all attachments and exhibits thereto, except to the extent supplemented, amended or superseded by the information set forth herein.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents have been filed by the Company with the Commission and are incorporated herein by this reference:

- (a) The Company s Annual Report on Form 10-K for the year ended December 31, 2013 filed with the Commission on February 26, 2014 (including the portions of the Company s proxy statement for its 2014 annual meeting of shareholders incorporated by reference therein);
 - (b) The Company s Quarterly Report on Form 10-Q for the quarter ended March 31, 2014 filed with the Commission on May 5, 2014;
 - (c) The Company s Quarterly Report on Form 10-Q for the quarter ended June 30, 2014 filed with the Commission on August 4, 2014;
 - (d) The Company s Quarterly Report on Form 10-Q for the quarter ended September 30, 2014 filed with the Commission on November 6, 2014;
 - (e) The Company s Current Reports on Form 8-K filed with the Commission on May 12, 2014 and September 25, 2014; and
 - (f) The description of the Company s Class A common stock contained in the Company s Registration Statement on Form 8-A filed with the Commission on July 16, 1990, including any amendment or reports filed for the purpose of updating such description.
- All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934 (the Exchange Act), before the filing of a post-effective amendment that indicates that all securities offered hereunder have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be part of the Registration Statement from the date of the filing of such documents (excluding any Current Reports on Form 8-K to the extent disclosure is furnished and not filed). Any statement contained in a later-dated document supplements, modifies or supersedes any other statement contained in an earlier-dated document.

Item 5. Interests of Named Experts and Counsel.

The legality of the shares of Class A common stock offered hereby is being passed upon by R. Eric Powers, III, Esq., Associate General Counsel and Assistant Corporate Secretary of the Company.

Item 8. Exhibits.

| Exhibit No | Description |
|-------------------|---|
| 5.1 | Opinion of R. Eric Powers, III, Esq. |
| 15.1 | Letter of Ernst & Young LLP. |
| 23.1 | Consent of R. Eric Powers, III, Esq. (included in Exhibit 5.1). |
| 23.2 | Consent of Independent Registered Public Accounting Firm. |
| 24.1 | Powers of Attorney (included on the signature page). |
| 99.1 | Crawford & Company amended and restated Executive Stock Bonus Plan, as amended. |

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Company 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 Atlanta, State of Georgia, on this 6th day of November, 2014.

CRAWFORD & COMPANY

By: /s/ Jeffrey T. Bowman
 Name: Jeffrey T. Bowman
 Title: President & Chief Executive Officer

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Allen W. Nelson and R. Eric Powers, III, jointly and severally, each in his own capacity, his true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all 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 or necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents, 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 below by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|--|---|------------------|
| /s/ Jeffrey T. Bowman Jeffrey T. Bowman | President and Chief Executive Officer and Director (principal executive officer) | November 6, 2014 |
| /s/ W. Bruce Swain W. Bruce Swain | Executive Vice President and Chief Financial Officer (principal financial officer) | November 6, 2014 |
| /s/ Dalerick Carden Dalerick Carden | Senior Vice President, Corporate Controller and Chief Accounting Officer (principal accounting officer) | November 6, 2014 |
| /s/ Harsha V. Agadi Harsha V. Agadi | Director | November 6, 2014 |
| /s/ P. George Benson P. George Benson | Director | November 6, 2014 |
| /s/ Jesse C. Crawford Jesse C. Crawford | Director | November 6, 2014 |
| /s/ Roger A. S. Day Roger A.S. Day | Director | November 6, 2014 |

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| Signature | Title | Date |
|--|--------------|------------------|
| /s/ James D. Edwards James D. Edwards | Director | November 6, 2014 |
| /s/ Russel L. Honoré Russel L. Honoré | Director | November 6, 2014 |
| /s/ Joia M. Johnson Joia M. Johnson | Director | November 6, 2014 |
| /s/ Charles H. Ogburn Charles H. Ogburn | Director | November 6, 2014 |

EXHIBIT INDEX

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