

FULTON FINANCIAL CORP

Form POSASR

January 24, 2006

As filed with the Securities and Exchange Commission on January 24, 2006

Registration Nos. 333-130718  
333-130718-04

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**POST-EFFECTIVE AMENDMENT NO. 1**  
**TO**  
**FORM S-3**  
**REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

**Fulton Financial Corporation**

**Fulton Capital Trust I**

*(Exact name of registrant  
as specified in its charter)*

**Pennsylvania**

**Delaware**

*(State or other jurisdiction  
of incorporation or organization)*

**23-2195389**

**65-6449538**

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

**One Penn Square**

**P.O. Box 4887**

**Lancaster, PA 17604**

**(717) 291-2411**

*(Address, including zip code, and telephone number,  
including area code, of registrant's principal executive  
offices)*

**George R. Barr, Jr., Esq.**

**One Penn Square**

**P.O. Box 4887**

**Lancaster, PA 17604**

**(717) 291-2411**

*(Name, address and telephone number,  
including area code, of agent for service)*

**Copy to:**

**Robert C. Azarow, Esq.**

**Susana K. Gonzalez, Esq.**

**Thacher Proffitt & Wood llp**

**Two World Financial Center**

**New York, NY 10281**

**(212) 912-7400**

**Paul G. Mattaini, Esq.**

**Barley Snyder LLC**

**126 East King Street**

**Lancaster, PA 17602**

**(717) 299-5201**

**Approximate date of commencement of proposed sale to public:** January 26, 2006.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. o

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. p

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. o

**CALCULATION OF REGISTRATION FEE**

| Title of each Class of Securities to be Registered   | Amount to be Registered | Proposed Maximum Offering Price Per Security | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|--|-------------------------|--|---|----------------------------|
| Junior Subordinated Debt Securities of Fulton Financial Corporation to be issued to Fulton Capital Trust I Capital Securities of Fulton Capital Trust I Guarantee of Fulton Financial Corporation with respect to the Capital Securities of Fulton Capital Trust I |                         |  |   |                            |
| Total  |                         |  | \$150,000,000                             | \$16,050*                  |

\* The registration fee is being calculated pursuant to General Instruction II.D. of Form S-3 and Rule 457(o) under the Securities Act of 1933, as amended.

**Item 14. Other Expenses of Issuance and Distribution.**

The estimated expenses in connection with this Registration Statement, other than underwriting discounts and commissions, are as follows:

|                              |                   |
|------------------------------|-------------------|
| SEC Registration fee         | \$ 16,050         |
| Trustee fees                 | 5,000             |
| Printing expenses            | 17,000            |
| Legal fees and expenses      | 370,000           |
| Accounting fees and expenses | 51,700            |
| Rating agency fees           | 116,250           |
| Miscellaneous                | 18,000            |
| <b>TOTAL</b>                 | <b>\$ 594,000</b> |

**Item 16. Exhibits.**

The exhibits filed (unless otherwise noted) as a part of this Registration Statement are as follows:

**BIT**

**DESCRIPTION**

- Purchase Agreement<sup>(1)</sup>
- Form of Indenture for the Junior Subordinated Debt Securities to be issued to Fulton Capital Trust I<sup>(2)</sup>
- Form of Guarantee Agreement with respect to the Capital Securities of Fulton Capital Trust I<sup>(2)</sup>
- Form of Amended and Restated Declaration of Trust of Fulton Capital Trust I<sup>(2)</sup>
- Opinion of Thacher Proffitt & Wood llp re: legality of the Junior Subordinated Debt Securities, Capital Securities and Guarantees
- Opinion re: Tax Matters <sup>(2)</sup>
- Statements re: Computation of Ratios<sup>(2)</sup>
- Consent of KPMG LLP<sup>(3)</sup>
- Consent of Thacher Proffitt & Wood llp (See Exhibit 5.1 above)
- Statement of Eligibility of Wilmington Trust Company, as trustee, under the Indenture<sup>(3)</sup>
- Statement of Eligibility of Wilmington Trust Company, as trustee, under the Guarantee<sup>(3)</sup>
- Statement of Eligibility of Wilmington Trust Company, as trustee, under the Amended and Restated Declaration of Trust<sup>(3)</sup>

(1) Filed as an exhibit to the Form 8-K filed on January 24, 2006.

(2) Filed herewith.

(3) Filed as an exhibit to the Registration Statement on Form S-3 filed on December 27, 2005.



SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has duly caused this Post-Effective Amendment No. 1 to Registration Statement No. 333-130718 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Lancaster, Commonwealth of Pennsylvania, on January 24, 2006.

Fulton Financial Corporation

By: /s/ R. Scott Smith, Jr.  
 R. Scott Smith, Jr.  
 Chairman of the Board, President and  
 Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, and any rules and regulations promulgated thereunder, this Post-Effective Amendment No. 1 to Registration Statement No. 333-130718, has been signed by the following persons in the capacities and on the dates indicated.

| Name                       | Title  | Date             |
|----------------------------|--|------------------|
| /s/ R. Scott Smith, Jr.    | Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer) | January 24, 2006 |
| R. Scott Smith, Jr.<br>*   | Senior Executive Vice President and Chief Financial Officer (Principal Financial Officer)  | January 24, 2006 |
| Charles J. Nugent<br>*     | Executive Vice President and Controller (Principal Accounting Officer)                     | January 24, 2006 |
| Beth Ann L. Chivinski<br>* |  |                  |
|                            | Director   | January 24, 2006 |
| Jeffrey G. Albertson<br>*  |  |                  |
|                            | Director   | January 24, 2006 |
| Donald M. Bowman, Jr.      |  |                  |

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| Name  | Title    | Date                |
|---|----------|---------------------|
| *<br>Craig A. Dally                             | Director | January 24,<br>2006 |
| *<br>Clark S. Frame                             | Director | January 24,<br>2006 |
| *<br>Patrick J. Freer                           | Director | January 24,<br>2006 |
| *<br>Eugene H. Gardner                          | Director | January 24,<br>2006 |
| *<br>George W. Hodges                           | Director | January 24,<br>2006 |
| *<br>Carolyn R. Holleran                        | Director | January 24,<br>2006 |
| *<br>Clyde W. Horst                             | Director | January 24,<br>2006 |
| *<br>Donald W. Leshner, Jr.                     | Director | January 24,<br>2006 |
| *<br>Joseph J. Mowad, M.D.                      | Director | January 24,<br>2006 |
| *<br>Abraham S. Opatut                          | Director | January 24,<br>2006 |
| *<br>Mary Ann Russell                           | Director | January 24,<br>2006 |
| *<br>Gary A. Stewart<br>/s/ George R. Barr, Jr. | Director | January 24,<br>2006 |

\*By: George R. Barr, Jr.  
(As Attorney-in-fact pursuant to a  
Power of Attorney filed on December 27, 2005)

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Fulton Capital Trust I

By: Fulton Financial Corporation, as Sponsor

By: /s/ Charles J. Nugent  
Charles J. Nugent  
Senior Executive Vice President and  
Chief Financial Officer