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SOUTH JERSEY INDUSTRIES INC

Form S-8

November 25, 2003

As filed with the Securities Exchange Commission on November 25, 2003

Registration No. 333-

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

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FORM S-8

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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SOUTH JERSEY INDUSTRIES, INC.  
(Exact name of registrant as specified in its charter)

|   |   |
|---|---|
| New Jersey<br>(State or other jurisdiction<br>of incorporation or organization) | 22-1901645<br>(I.R.S. Employer<br>Identification No.) |
|---|---|

One South Jersey Plaza, Route 54  
Folsom, New Jersey 08037  
(Address of principal executive offices)

South Jersey Industries, Inc. 401(k) Plan  
(Full title of the plan)

Richard H. Walker, Jr.  
Secretary and Corporate Counsel  
South Jersey Industries, Inc.  
One South Jersey Plaza, Route 54  
Folsom, New Jersey 08037  
(Name and address of agent for service)

(609) 561-9000  
(Telephone number, including area code, of agent for service)

Copy to:

Richard J. Busis, Esquire  
Cozen O'Connor  
1900 Market Street  
Philadelphia, PA 19103  
(215) 665-2000  
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CALCULATION OF REGISTRATION FEE

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| Title of Securities<br>to be Registered               | Amount to be<br>Registered (1) (2) (3) | Proposed Maximum<br>Offering Price<br>Per Share (1) | Proposed Maximum<br>Aggregate Offering<br>Price (1) |
|---|--|---|---|
| Common Stock, \$1.25 par value per<br>share . . . . . | 800,000                                | \$38.575  | \$30,860,000  |

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STATEMENTS PURSUANT TO GENERAL INSTRUCTION E  
REGISTRATION OF ADDITIONAL SHARES

This registration statement on Form S-8 relating to the South Jersey Industries, Inc. 401(k) Plan (formerly known as the Thrift Plan for Employees of South Jersey Industries, Inc. and South Jersey Gas Company and Energy & Minerals, Inc. and South Jersey Energy Company and R&T Group, Inc.) (the "401(k) Plan") is being filed to register additional securities of the same class as other securities for which previously filed registration statements on Form S-8 relating to the 401(k) Plan are effective. Pursuant to General Instruction E to Form S-8, the registrant's earlier registration statements on Form S-8 (File Nos. 33-20196, 33-27132, 33-44278 and 33-58349) are incorporated herein by reference.

In addition, a total of 800,000 shares of common stock of South Jersey Industries, Inc. were registered pursuant to a registration statement to be issued in connection with the Employee Stock Ownership Plan of South Jersey Industries, Inc. On October 1, 2003, the Employee Stock Ownership Plan was merged into the 401(k) Plan. 14,398 shares of common stock of South Jersey Industries that were registered in connection with the Employee Stock Ownership Plan have not been issued under such plan and, pursuant to Instruction E to Form S-8, are carried forward to, and deemed covered by, this registration statement.

INFORMATION NOT INCLUDED IN EARLIER REGISTRATION STATEMENTS

The Thrift Plan for Employees of South Jersey Industries, Inc. and South Jersey Gas Company and Energy & Minerals, Inc. and South Jersey Energy Company and R&T Group, Inc., the predecessor to the 401(k) Plan and for which the earlier registration statements on Form S-8 referenced above were filed, was created in April 1957 and amended as of April 1, 2000 to add a Section 401(k) salary deferral feature and to freeze the thrift provisions of the Plan. Such Plan was further amended and restated as of January 1, 2001, the result of which, among other things, was a change of the Plan's name to the South Jersey Industries, Inc. 401(k) Plan.

Item 8. Exhibits.

The following exhibits are filed as part of this registration statement:

- 5 Opinion of Cozen O'Connor.
- 23.1 Consent of Deloitte & Touche, LLP.

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23.2 Consent of Cozen O'Connor (contained in Exhibit 5).  
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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 to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Folsom, State of New Jersey, on this 21st day of November, 2003.

SOUTH JERSEY INDUSTRIES, INC.

By: /s/ Charles Bisciegli  
Charles Bisciegli, Chairman and  
Chief Executive Officer

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  | Capacity  | Date              |
|--|---|-------------------|
| /s/ Charles Bisciegli<br>Charles Bisciegli           | Chairman of the Board and<br>Chief Executive Officer<br>(principal executive officer)                       | November 21, 2003 |
| /s/ David A. Kindlick<br>David A. Kindlick           | Vice President, Treasurer<br>and Chief Financial Officer<br>(principal financial and<br>accounting officer) | November 21, 2003 |
| /s/ Shirli M. Billings<br>Shirli M. Billings         | Director  | November 21, 2003 |
| /s/ Keith S. Campbell<br>Keith S. Campbell           | Director  | November 21, 2003 |
| /s/ W. Cary Edwards<br>W. Cary Edwards               | Director  | November 21, 2003 |
| Page 2   |   |                   |
| /s/ Sheila Hartnett-Devlin<br>Sheila Hartnett-Devlin | Director  | November 21, 2003 |
| /s/ William J. Hughes<br>William J. Hughes           | Director  | November 21, 2003 |
| /s/ Herman D. James<br>Herman D. James               | Director  | November 21, 2003 |

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/s/ Clarence D. McCormick      Director  
Clarence D. McCormick

November 21, 2003

/s/ Frederick R. Raring      Director  
Frederick R. Raring

November 21, 2003

Pursuant to the requirements of the Securities Act of 1933, the Administrator of the South Jersey Industries, Inc. 401(k) Plan has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Folsom, state of New Jersey, on this 21st day of November, 2003.

SOUTH JERSEY INDUSTRIES, INC. 401(K) PLAN

By:/s/ Richard H. Walker, Jr.  
Richard H. Walker, Jr., on behalf of the  
Administrator  
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EXHIBIT INDEX

| Exhibit No. | Description of Exhibit  |
|-------------|---|
| 5           | Opinion of Cozen O'Connor.                                    |
| 23.1        | Consent of Deloitte & Touche, LLP.                            |
| 23.2        | Consent of Cozen O'Connor (contained in Exhibit 5).<br>Page 4 |

Exhibit 5

[LETTERHEAD OF COZEN O'CONNOR]

November 24, 2003

South Jersey Industries, Inc.  
One South Jersey Plaza, Route 54  
Folsom, NJ 08037

Re:           Registration Statement on Form S-8 Relating to  
              South Jersey Industries, Inc. 401(k) Plan  
Ladies and Gentlemen:

As counsel to South Jersey Industries, Inc. (the "Company"), we have assisted in the preparation of the Company's Registration Statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission under the Securities Act of 1933 relating to 800,000 shares of the Company's Common Stock, \$1.25 par value (the "Common Stock"), that may be issued under the South Jersey Industries, Inc. 401(k) Plan (the "Plan").

In connection therewith, we have examined the Company's Certificate of Incorporation, as amended, Bylaws, as amended, and such corporate records and other documents as we have deemed appropriate. In all examinations of documents, instruments and other papers, we have assumed the genuineness of all

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signatures on original and certified documents and the conformity to original and certified documents of all copies submitted to us as conformed, photostatic or other copies. As to matters of fact which have not been independently established, we have relied upon representations of officers of the Company.

Based upon the foregoing examination, information and assumptions, it is our opinion that the shares of Common Stock to be offered under the Plan are duly authorized and, when issued and sold to the participants pursuant to the terms of the Plan, will be legally issued, fully paid and non-assessable.

We hereby expressly consent to the inclusion of this opinion as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Very truly yours,

COZEN O'CONNOR

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Exhibit 23.1

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in this Registration Statement of South Jersey Industries, Inc. (the "Company") on Form S-8 of our report dated February 19, 2003 appearing in the Annual Report on Form 10-K of the Company for the year ended December 31, 2002.

DELOITTE & TOUCHE, LLP

Philadelphia, Pennsylvania  
November 25, 2003

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