

Edgar Filing: WASHINGTON FEDERAL INC - Form S-8

WASHINGTON FEDERAL INC
Form S-8
September 28, 2004

Registration No. 333-
Filed September 27, 2004

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

Washington Federal, Inc.

(Exact Name of Registrant as specified in its Articles of Incorporation)

Washington

91-1661606

(State of incorporation)

(IRS Employer Identification No.)

425 Pike Street
Seattle, Washington 98101

(Address of principal executive offices, including zip code)

Washington Federal Savings Profit Sharing Retirement
Plan and Employee Stock Ownership Plan

(Full Title of the Plan)

Roy M. Whitehead
Vice Chairman, President and
Chief Executive Officer
Washington Federal, Inc.
425 Pike Street
Seattle, Washington 98101
(206) 624-7930

Copy to:
Jeffrey D. Haas, Esq.
Patton Boggs L.L.P.
2550 M Street, NW
Washington, D.C. 20037-1350
(202) 457-5675

(Name, address and telephone number of
agent for service)

Index to Exhibits is located on page 3.

CALCULATION OF REGISTRATION FEE

| Title of Securities | Amount | Proposed Maximum | Proposed Maximum | Amount of |
|---------------------|--------|------------------|------------------|-----------|
|---------------------|--------|------------------|------------------|-----------|

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| to be Registered | to be Registered(1) | Offering Price Per Share(3) | Aggregate Offering Price(3) | Registration Fee |
|--------------------------------------|---------------------|-----------------------------|-----------------------------|------------------|
| Common Stock, par value \$1.00 | 400,000 (2) | \$25.22 | \$10,088,000 | \$1,279.00 |

(1) Together with an indeterminate number of additional shares which may be necessary to adjust the number of shares reserved for issuance pursuant to Washington Federal Savings Profit Sharing Retirement Plan and Employee Stock Ownership Plan (the "Plan") as a result of a stock split, stock dividend or similar adjustment of the outstanding Common Stock of Washington Federal, Inc. (the "Company" or the "Registrant").

(2) Represents an estimate of such presently undeterminable number of shares as may be purchased with employee contributions pursuant to the Plan. In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the Plan.

(3) Estimated solely for the purpose of calculating the registration fee, which has been calculated pursuant to Rule 457(c). The Proposed Maximum Offering Price Per Share is equal to the average of the high and low sales prices of the Common Stock on the Nasdaq National Market System on September 22, 2004.

This Registration Statement shall become effective automatically upon the date of filing in accordance with Section 8(a) of the Securities Act of 1933, as amended, and 17 C.F.R. Section 230.462.

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This Registration Statement registers additional securities to be issued under the Washington Federal Savings Profit Sharing Retirement Plan and Employee Stock Ownership Plan, for which a Registration Statement on Form S-8 has been filed and is effective. The contents of the Registration Statement on Form S-8 (Commission File No. 33-97900), filed with the Commission on October 10, 1995, and the Registration Statements on Form S-8 (Commission File Nos. 333-20191, 333-51143 and 333-46588) filed on January 22, 1997, April 28, 1998 and September 26, 2000, to register additional shares under the Plan, are incorporated herein by reference.

Item 8. Exhibits

The following exhibits are filed with or incorporated by reference into this Registration Statement on Form S-8 (numbering corresponds to Exhibit Table in Item 601 of Regulation S-K):

| No. | Exhibit | Page |
|-----|---------------------------|------|
| 4 | Common Stock Certificate. | * |

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| | | |
|------|--|-----|
| 5.1 | Opinion of Patton Boggs LLP regarding the legality Of the Common Stock being registered. | E-1 |
| 23.1 | Consent of Deloitte & Touche LLP | E-3 |
| 23.2 | Consent of Patton Boggs LLP (included in Exhibit No. 5.1 hereto) | E-1 |
| 24 | Power of attorney for any subsequent amendments (located in the signature pages of this Registration Statement). | -- |
| 99 | Washington Federal Savings Profit Sharing and Retirement Plan and Employee Stock Ownership Plan | ** |

* Incorporated by reference from the Company's Registration Statement on Form 8-B, filed with the Commission on January 26, 1995.

** Incorporated by reference from the Company's Registration Statement on Form S-8 (Commission File No. 33-97900), filed with the Commission on October 10, 1995.

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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 State of Washington on September 27, 2004.

By: /s/ Roy M. Whitehead

 Roy M. Whitehead
 Vice Chairman, President
 and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated. Each person whose signature appears below hereby makes, constitutes and appoints Roy M. Whitehead his or her true and lawful attorney, with full power to sign for such person and in such person's name and capacity indicated below, and with full power of substitution any and all amendments to this Registration Statement, hereby ratifying and confirming such person's signature as it may be signed by said attorney to any and all amendments.

| Signature | Title | Date |
|---|----------|--------------------|
| ----- | ----- | ----- |
| /s/ Derek L. Chinn ----- Derek L. Chinn | Director | September 27, 2004 |

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| | | |
|---|----------|--------------------|
| /s/John F. Clearman ----- John F. Clearman | Director | September 27, 2004 |
| /s/ H. Dennis Halvorson ----- H. Dennis Halvorson | Director | September 27, 2004 |
| /s/ W. Alden Harris ----- W. Alden Harris | Director | September 27, 2004 |
| /s/ Anna C. Johnson ----- Anna C. Johnson | Director | September 27, 2004 |

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| Signature ----- | Title ----- | Date ----- |
|---|--|--------------------|
| /s/ Thomas F. Kenney ----- Thomas F. Kenney | Director | September 27, 2004 |
| /s/ Guy C. Pinkerton ----- Guy C. Pinkerton | Chairman and Director | September 27, 2004 |
| /s/ Charles R. Richmond ----- Charles R. Richmond | Director | September 27, 2004 |
| /s/ Roy M. Whitehead ----- Roy M. Whitehead | Vice Chairman, Director, President and Chief Executive Officer | September 27, 2004 |
| /s/ Brent J. Beardall ----- Brent J. Beardall | Senior Vice President and Chief Financial Officer (principal financial & accounting officer) | September 27, 2004 |

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