

COUSINS PROPERTIES INC

Form S-8

June 16, 2008

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As filed with the Securities and Exchange Commission on June 16, 2008.

Registration No. 333-

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

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

COUSINS PROPERTIES INCORPORATED
(Exact name of registrant as specified in its charter)

Georgia **58-0869052**
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification No.)

191 Peachtree Street, Suite 3600, Atlanta, Georgia 30303-1740
(Address, including zip code, of registrant's principal executive offices)

**COUSINS PROPERTIES INCORPORATED
1999 INCENTIVE STOCK PLAN**
(Full title of the plan)

ROBERT M. JACKSON
Senior Vice President, General Counsel and Corporate Secretary
Cousins Properties Incorporated
191 Peachtree Street, Suite 3600
Atlanta, Georgia 30303-1740
(404) 407-1000

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

Copies to:
ALAN J. PRINCE
King & Spalding LLP
1180 Peachtree Street
Atlanta, Georgia 30309
(404) 572-4600

Indicate by check mark whether the registrant 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 Smaller reporting
company

(Do not check if a smaller reporting company)

CALCULATION OF REGISTRATION FEE

Proposed Proposed
Maximum Maximum

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| Title of Securities to be Registered | Amount to be Registered | Offering Price Per Share (1) | Aggregate Offering Price (1) | Amount of Registration Fee |
|--|-------------------------|------------------------------|------------------------------|----------------------------|
| Common Stock, par value \$1.00 per share | 1,200,000 shares (2) | \$ 24.84 | \$29,808,000 | \$ 1,171.45 |

(1) Estimated solely for the purpose of computing the registration fee pursuant to Rule 457(h) on the basis of the high and low sales prices of Common Stock of Cousins Properties Incorporated (the Company) on the New York Stock Exchange on June 13, 2008.

(2) Pursuant to Rule 416(a), this Registration Statement also covers such indeterminate number of additional securities as may become issuable under the plans as the result of any future stock splits, stock dividends or similar transactions.

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EXPLANATORY NOTE

Cousins Properties Incorporated (the Company) filed registration statements on Form S-8 on December 3, 1999 (File No. 333-92089), September 27, 2000 (File No. 333-46674), August 21, 2001 (File No. 333-68010), August 21, 2002 (File No. 333-98487), July 10, 2003 (File No. 333-106937), December 1, 2004 (File No. 333-120918), August 29, 2005 (File No. 333-127917), June 9, 2006 (File No. 333-134890) and June 11, 2007 (File No. 333-143649) (collectively, the Prior Registration Statements) to register under the Securities Act of 1933 Act, as amended (the Securities Act), 895,525 shares of the Company's common stock, par value \$1.00 per share (Common Stock), 445,298 shares (out of total filing of 1,604,202 shares) of Common Stock, 2,300,000 shares of Common Stock, 1,100,000 shares of Common Stock, 1,000,000 shares of Common Stock, 1,556,058 shares of Common Stock, 950,000 shares of Common Stock, 870,000 shares of Common Stock and 900,000 shares of Common Stock, respectively, issuable under the Cousins Properties 1999 Incentive Stock Plan, as amended (the 1999 Incentive Stock Plan). The Company is filing this registration statement on Form S-8 (the Registration Statement) pursuant to and in accordance with General Instruction E of Form S-8 to register an additional 1,200,000 shares of Common Stock to be issued to employees of the Company and certain subsidiaries and to directors of the Company pursuant to the Cousins Properties Incorporated 1999 Incentive Stock Plan, as amended.

PART I

INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

The documents containing the information specified in Part I will be sent or given to eligible participants in the 1999 Incentive Stock Plan, as specified by Rule 428(b) of the Securities Act. Consistent with the instructions of Part I of Form S-8, such documents will not be filed with the Securities and Exchange Commission (the Commission) either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 of the Securities Act. These documents and the documents incorporated by reference pursuant to Item 3 of Part II of this Registration Statement, taken together, constitute a prospectus within the meaning of Section 10(a) of the Securities Act.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Certain Documents by Reference

The contents of the Prior Registration Statements are incorporated by reference into this Registration Statement. In addition, the following documents filed with the Commission are hereby incorporated by reference into this Registration Statement:

1. The Company's Annual Report on Form 10-K for the year ended December 31, 2007;
2. The Company's Quarterly Report on Form 10-Q for the three months ended March 31, 2008;
3. The description of the Company's Common Stock contained in the Company's Registration Statement on Form 8-A (File No. 1-11312) dated August 4, 1992, filed under the Securities Exchange Act of 1934, as amended (the Exchange Act), including any amendment or report filed for the purpose of updating such description.

All documents filed by the Company subsequent to the date of this Registration Statement pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all such securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents.

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Item 8. Exhibits

Exhibit Description

5.1 Opinion of King & Spalding LLP

10.1 Cousins Properties Incorporated 1999 Incentive Stock Plan, as amended (filed as Annex B to the Company's Proxy Statement, filed with the Commission on April 7, 2008 and incorporated herein by reference)

23.1 Consent of Deloitte & Touche LLP

23.2 Consent of King & Spalding LLP (included in Exhibit 5.1)

24.1 Power of Attorney (included on signature page)

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 Atlanta, State of Georgia, on this 16th day of June 2008.

COUSINS PROPERTIES INCORPORATED

By: /s/ Robert M. Jackson
Robert M. Jackson
Senior Vice President, General Counsel
and
Corporate Secretary

KNOW ALL MEN BY THESE PRESENT, that each person whose signature appears below constitutes and appoints Thomas D. Bell, Jr. and Robert M. Jackson, and each of them, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for such persons and in his or her 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 Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and to perform each and every act and thing requisite or necessary to be done in and about the premises, as fully and to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, and any of them, or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacity indicated on the 16th day of June, 2008.

| Signature | Title |
|--|---|
| /s/ Thomas D. Bell, Jr. Thomas D. Bell, Jr. | Chairman of the Board of Directors and Chief Executive Officer (Principal Executive Officer) |
| /s/ James A. Fleming James A. Fleming | Executive Vice President and Chief Financial Officer (Principal Financial Officer) |

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| Signature | Title |
|--|--|
| /s/ John D. Harris, Jr. John D. Harris, Jr. | Senior Vice President and Chief Accounting Officer (Principal Accounting Officer) |
| /s/ Erskine B. Bowles Erskine B. Bowles | Director |
| /s/ James D. Edwards James D. Edwards | Director |
| /s/ Lillian C. Giornelli Lillian C. Giornelli | Director |
| /s/ S. Taylor Glover S. Taylor Glover | Director |
| /s/ James H. Hance, Jr. James H. Hance, Jr. | Director |
| /s/ William B. Harrison William B. Harrison | Director |
| /s/ Boone A. Knox Boone A. Knox | Director |
| /s/ William Porter Payne William Porter Payne | Director |

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