

YUM BRANDS INC
Form S-8
September 30, 2003

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

YUM! BRANDS, INC.
(Exact name of registrant as specified in its charter)

North Carolina
(State or other jurisdiction
of incorporation or organization)

13-3951308
(I.R.S. Employer
Identification No.)

1441 Gardiner Lane
Louisville, Kentucky 40213
(Address of Principal Executive Offices, including Zip Code)

YUM! Brands 401(k) Plan
(Full title of the plan)

Christian L. Campbell, Esq.
Senior Vice President, General Counsel and Secretary
Chief Franchise Policy Officer
YUM! Brands, Inc.
1441 Gardiner Lane
Louisville, Kentucky 40213
(Name and address of agent for service)

(502) 874-8300
(Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share(1)	Proposed maximum aggregate offering price(1)	Amount of registration fee
Common Stock, no par value	3,500,000 shares	\$29.43	\$103,005,000	\$8,333.10
Preferred Stock Purchase Rights (2) ...	None	None	None	None

- (1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h)(1), based upon the average of the high and low prices of the Common Stock as reported on The New York Stock Exchange Composite Tape on September 26, 2003.
- (2) Any value attributable to the Preferred Stock Purchase Rights is reflected in the value of the Common Stock. Because no separate consideration is paid for the Preferred Stock Purchase Rights, the registration fee for such securities is included in the fee for the Common Stock.

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INCORPORATION OF PRIOR REGISTRATION STATEMENT BY REFERENCE

Pursuant to General Instruction E of Form S-8, the contents of the Registrant's previously-filed registration statement on Form S-8 (File No. 333-36893) relating to the YUM! Brands 401(k) Plan (formerly Tricon Long Term Savings Program) are incorporated herein by reference.

SIGNATURES

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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 Louisville, Commonwealth of Kentucky, on the 30th day of September, 2003.

YUM! BRANDS, INC.

By: /s/ Christian L. Campbell

Christian L. Campbell
Senior Vice President,
General Counsel and Secretary
Chief Franchise Policy 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 date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
	*	
<u>David C. Novak</u> David C. Novak	Chairman of the Board, Chief Executive Officer and President (Principal Executive Officer)	September 30, 2003
	*	
<u>Andrall E. Pearson</u> Andrall E. Pearson	Founding Chairman	September 30, 2003
	*	
<u>David J. Deno</u> David J. Deno	Chief Financial Officer (Principal Financial Officer)	September 30, 2003
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<u>Brent A. Woodford</u> Brent A. Woodford	Vice President and Controller (Principal Accounting Officer)	September 30, 2003
	*	
<u>James Dimon</u> James Dimon	Director	September 30, 2003

_____ Massimo Ferragamo	Director	
	*	
_____ J. David Grissom J. David Grissom	Director	September 30, 2003
_____ Bonnie G. Hill	Director	
	*	
_____ Robert Holland, Jr. Robert Holland, Jr.	Director	September 30, 2003
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_____ Sidney Kohl Sidney Kohl	Director	September 30, 2003
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_____ Kenneth G. Langone Kenneth G. Langone	Director	September 30, 2003
	*	
_____ Thomas M. Ryan Thomas M. Ryan	Director	September 30, 2003
	*	
_____ Jackie Trujillo Jackie Trujillo	Director	September 30, 2003
_____ Robert J. Ulrich	Director	

*By: /s/ John P. Daly
 John P. Daly
 Attorney-in-Fact

INDEX TO EXHIBITS

<u>Exhibit Number</u>		<u>Description of Exhibits</u>
4.1	--	Restated Articles of Incorporation of the Registrant (incorporated herein by reference to Exhibit 3.1 filed with the Registrant's Annual Report on Form 10-K for the fiscal year ended December 26, 1998, as amended by Amendment Number 1 thereto on Form 10-K/A filed on March 24, 1999 (File No. 1-13163), filed under the Securities Exchange Act of 1934)
4.2	--	Bylaws of the Registrant (incorporated herein by reference to Exhibit 3.2 filed with the Registrant's Annual Report on Form 10-K for the fiscal year ended December 26, 1998, as amended by Amendment Number 1 thereto on Form 10-K/A filed on March 24, 1999 (File No. 1-13163), filed under the Securities Exchange Act of 1934)
4.3	--	Rights Agreement, dated as of July 21, 1998, between the Registrant and BankBoston, N.A., as Rights Agent (incorporated herein by reference to Exhibit 4.01 filed with the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 13, 1998)
5.1	--	Opinion and consent of Christian L. Campbell, Senior Vice President, General Counsel and Secretary, Chief Franchise Policy Officer of the Registrant
23.1	--	Consent of Christian L. Campbell, Senior Vice President, General Counsel and Secretary, Chief Franchise Policy Officer of the Registrant (included in Exhibit 5.1)
23.2	--	Consent of KPMG LLP
24.1	--	Powers of attorney