

Edgar Filing: BORGWARNER INC - Form S-8

BORGWARNER INC
Form S-8
July 06, 2004

As filed with the Securities and Exchange Commission on July 6, 2004
Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

BORGWARNER INC.
(Exact name of registrant as specified in the charter)
Delaware 13-3404508
(State of Incorporation) (IRS Employer Identification No.)
200 South Michigan Avenue
Chicago, Illinois 60604
(Address of principal executive offices)

BORGWARNER DIVERSIFIED TRANSMISSION PRODUCTS INC., MUNCIE PLANT LOCAL 287
RETIREMENT INVESTMENT PLAN
(Full title of the plan)

LAURENE H. HORISZNY, ESQ.
BorgWarner Inc.
200 South Michigan Avenue
Chicago, Illinois 60604
(312) 322-8500
(Name, address and telephone number of agent for service)

CALCULATION OF REGISTRATION FEE

Titles of securities to be registered Amount to be registered Proposed maximum offering price per share (1) Proposed maximum aggregate offering price Amount of registration fee

Common Stock (\$0.01 par value) (2) 150,000 shares \$43.24 \$6,486,000 \$525.37

(1) Computed pursuant to Rule 457(c) and Rule 467(h) solely for the purpose of calculating the registration fee and not as a representation as to any actual proposed price. This amount is based on the average of the high and low prices of such Common Stock on June 30, 2004 on the consolidated reporting system.

(2) 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 employee benefit plan described herein.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 150,000 shares of the Registrant's Common Stock to be issued pursuant to the Registrant's Muncie Plant 287 Retirement Investment Plan.

INCORPORATION BY REFERENCE OF CONTENTS OF CERTAIN
REGISTRATION STATEMENTS ON FORM S-8

The contents of Registration Statements on Form S-8 relating to the Muncie Plant Local 287 Retirement Investment Plan (File Nos. 33-92860, 333-67133, 333-35724

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and 333-85295) are incorporated herein by reference.

Item 8. EXHIBITS.

The exhibits listed below are filed herewith and made a part hereof.

Exhibit Number Description

- (5.1) Opinion of Laurene H. Horiszny, Vice President, General Counsel and Secretary of the Company.
- (23.1) Consent of Independent Registered Public Accounting Firm.
- (23.2) Consent of Laurene H. Horiszny (included as part of exhibit (5)).
- (24.1) Power of Attorney.

SIGNATURES

THE REGISTRANT. 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 Chicago, Illinois on July 6, 2004.

BORGWARNER INC.

By: /s/TIMOTHY M. MANGANELLO

TIMOTHY M. MANGANELLO
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 their capacities on July 6, 2004.

SIGNATURE	TITLE
/s/TIMOTHY M. MANGANELLO ----- TIMOTHY M. MANGANELLO	Chairman and Chief Executive Officer
/s/ ROBIN J. ADAMS ----- ROBIN J. ADAMS	Executive Vice President, Chief Financial Officer & Chief Administration Officer (Principal Financial Officer)
/s/ WILLIAM C. CLINE ----- WILLIAM C. CLINE	Vice President and Controller (Principal Accounting Officer)
* ----- JOHN RAU	Director
* ----- ALEXIS P. MICHAS	Director

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* Director

PAUL E. GLASKE

* Director

WILLIAM E. BUTLER

* Director

ERNEST J. NOVAK, JR.

* Director

ANDREW F. BRIMMER

* Director

JERE A. DRUMMOND

* Director

PHYLLIS O. BONANNO

/s/ TIMOTHY M. MANGANELLO As attorney-in-fact for directors marked by an
----- asterisk.
TIMOTHY M. MANGANELLO

THE PLAN. Pursuant to the requirements of the Securities Act of 1933, The Retirement Investment Plan Committee as Administrator of the Retirement Investment Plan has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Chicago, Illinois on July 6, 2004.

BORGWARNER DIVERSIFIED TRANSMISSION PRODUCTS INC.,
MUNCIE PLANT LOCAL 287 RETIREMENT INVESTMENT PLAN

By:

/s/ WILLIAM C. CLINE

WILLIAM C. CLINE

Member of the Retirement Investment Plan Committee as Administrator

/s/TIMOTHY M. MANGANELLO

TIMOTHY M. MANGANELLO

Member of the Retirement Investment Plan Committee as Administrator

/s/REGIS J. TREND A

REGIS J. TREND A

Member of the Retirement Investment Plan Committee as Administrator

/s/ ROBIN J. ADAMS

ROBIN J. ADAMS

Member of the Retirement Investment Plan Committee as Administrator

EXHIBIT INDEX

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