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ENNIS, INC.
Form S-8 POS
January 05, 2005

As filed with the Securities and
Exchange Commission on January 5, 2005

Registration
No. 333-119845

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Post-Effective Amendment No. 1 to
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

ENNIS, INC.
(Exact name of registrant as specified in its charter)

Texas 75-0256410
(State or other jurisdiction (I.R.S. Employer
of incorporation or organization) Identification No.)

2441 Presidential Parkway,
Midlothian, Texas 76065
(Address of Principal Executive Offices) (Zip Code)

2004 LONG-TERM INCENTIVE PLAN OF ENNIS, INC.
(Full title of the plan)

| | | |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Keith S. Walters Chairman, CEO and President Ennis, Inc. 2441 Presidential Parkway, Midlothian, Texas (Name and address of agent for service) (972) 775-9801 (Telephone number, including area code, of agent for service) | Shelly A. Youree Thompson & Knight L.L.P. 1700 Pacific Avenue, Suite 3300 Dallas, Texas 75201 (214) 969-1700 | Copy to: Norman R. Miller Kirkpatrick & Lockhart LLP 2828 North Harwood Street, Suite 1800 Dallas, Texas 75201 (214) 939-4900 |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------|

EXPLANATORY NOTE

This Amendment No. 1 (this "Amendment No. 1") to the Registration Statement on Form S-8 of Ennis, Inc. (File No. 333-119845) (the "Registration Statement") is being filed solely to substitute the correct form of Exhibit 4.1, the 2004 Long-Term

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Incentive Plan of Ennis, Inc., effective as of June 17, 2004 for an incomplete version of the same plan that was unintentionally filed with the Registration Statement. The Registration Statement is not otherwise amended or superseded by this Amendment No. 1.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

The following documents are filed as exhibits to this Registration Statement:

4.1 2004 Long-Term Incentive Plan of Ennis, Inc., effective as of June 17, 2004.

5.1* Opinion of Kirkpatrick & Lockhart LLP, regarding 500,000 shares of Common Stock.

23.1* Consent of independent public accountants to incorporation of report by reference.

23.2* Consent of counsel (included in the opinion of Kirkpatrick & Lockhart LLP, filed herewith as Exhibit 5.1).

24.1* Power of Attorney (included on signature page to this Registration Statement).

*Previously filed as an Exhibit to Registration Statement No. 333-119845.

[Signature Page to Follow]

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 Post-Effective Amendment No. 1 to Registration Statement No. 333-119845 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Midlothian, State of Texas on January 5, 2005.

ENNIS, INC.
By: /s/ Keith S. Walters

Keith S. Walters, Chairman, CEO and President

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POWER OF ATTORNEY

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:

| Signature ----- | Title ----- | Date ----- |
|---------------------------------------------------|---------------------------------------------------------------------|-----------------|
| /s/ Keith S. Walters ----- Keith S. Walters | Chairman of the Board, Chief Executive Officer and President | January 5, 2005 |
| /s/ Harve Cathey ----- Harve Cathey | Vice President of Finance, Chief Financial Officer, Secretary | January 5, 2005 |
| * ----- Ronald M. Graham | Vice President, Director | January 5, 2005 |
| * ----- James B. Gardner | Director | January 5, 2005 |
| * ----- Harold W. Hartley | Director | January 5, 2005 |
| * ----- Robert L. Mitchell | Director | January 5, 2005 |
| * ----- Thomas R. Price | Director | January 5, 2005 |
| * ----- Kenneth G. Pritchett | Director | January 5, 2005 |
| 3 | | |
| * ----- Alejandro Quiroz | Director | January 5, 2005 |
| * ----- James C. Taylor | Director | January 5, 2005 |

*By: /s/ Harve Cathey

Harve Cathey, Attorney in Fact,

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Pursuant to Powers of Attorney previously filed