

ADC TELECOMMUNICATIONS INC

Form S-8

December 19, 2007

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Registration No. 333-

As filed with the Securities and Exchange Commission on December 19, 2007

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM S-8  
REGISTRATION STATEMENT UNDER THE  
SECURITIES ACT OF 1933  
ADC TELECOMMUNICATIONS, INC.  
(Exact name of registrant as specified in its charter)**

**Minnesota**  
(State or other jurisdiction  
of incorporation or organization)

**41-0743912**  
(I.R.S. Employer  
Identification No.)

**13625 Technology Drive  
Eden Prairie, MN 55344  
(952) 938-8080**

(Address of principal executive offices,  
including zip code)

**ADC/LGC WIRELESS, INC. 2007 STOCK PLAN**  
(Full title of the plan)

**Jeffrey D. Pflaum**  
**Vice President, General Counsel & Secretary**  
**ADC Telecommunications, Inc.**  
**13625 Technology Drive**  
**Eden Prairie, MN 55344**  
**(952) 938-8080**

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

**CALCULATION OF REGISTRATION FEE**

	<b>Amount</b>	<b>Proposed maximum offering price per</b>	<b>Proposed maximum aggregate offering</b>	<b>Amount of registration fee</b>
<b>Title of securities to be registered</b>	<b>registered(1)(2)</b>	<b>share</b>	<b>price(3)</b>	
Common Stock, par value \$0.20 per share	259,485 shares	N/A	\$4,385,296.50	\$134.63

- (1) Represents options to purchase 259,485 shares of common stock of ADC Telecommunications, Inc. that may be

granted pursuant to  
the ADC/LGC  
Wireless, Inc. 2007  
Stock Plan.

- (2) Pursuant to Rule 416  
under the Securities  
Act of 1933, as  
amended, this  
registration statement  
also covers any shares  
of common stock  
issuable upon  
exercise of additional  
options that may be  
granted under the  
ADC/LGC Wireless,  
Inc. 2007 Stock Plan  
to prevent dilution  
resulting from stock  
splits, stock dividends  
or similar  
transactions.
  - (3) Calculated solely for  
the purpose of this  
offering based on the  
high and low sales  
prices of the common  
stock reported on the  
Nasdaq Global Select  
market on  
December 12, 2007.
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Opinion of Dorsey & Whitney LLP

Consent of Independent Registered Public Accounting Firm

Power of Attorney

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**PART II**  
**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The following documents, which have been filed with the Securities and Exchange Commission (the SEC) by ADC Telecommunications, Inc. (we, us, our or ADC), are incorporated by reference in this registration statement:

- (a) Our Annual Report on Form 10-K for the year ended October 31, 2007, as amended;
- (b) Our Current Reports on Form 8-K filed on November 15, 2007, November 16, 2007 and December 19, 2007; and
- (c) The description of our common stock and preferred stock purchase rights contained in any registration statement or report filed by us 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 us pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the date hereof and prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities remaining unsold shall be deemed to be incorporated by reference herein and to be a part hereof from the respective dates of filing of such documents.

**Item 4. Description of Securities.**

Not applicable.

**Item 5. Interests of Named Experts and Counsel.**

Not applicable.

**Item 6. Indemnification of Directors and Officers.**

Section 521 of the Minnesota Business Corporation Act provides that a company shall, subject to certain limitations, indemnify officers and directors made or threatened to be made a party to a proceeding by reason of that officer or director's former or present official capacity with the company. As required, we will indemnify that person against judgments, penalties, fines, settlements and reasonable expenses if the officer or director:

has not been indemnified by another organization;

acted in good faith;

has not received an improper personal benefit and Section 255 regarding director conflicts of interests, if applicable, has been satisfied;

assuming the case is a criminal proceeding, the person had no reasonable cause to believe the conduct was unlawful; and

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reasonably believed that the conduct was in the best interests of the company or, in the case of an officer or director who is or was serving at the request of the company as a director, officer, partner, trustee, employee or agent of another organization or employee benefit plan, reasonably believed that the conduct was not opposed to the best interests of the company.

Article IX of our Restated Bylaws provides that we shall indemnify our officers and directors under such circumstances and to the extent permitted by Section 521 of the Minnesota Business Corporation Act described above.

We maintain directors' and officers' liability insurance which covers certain liabilities and expenses of our directors and officers and covers ADC for reimbursement of payments to our directors and officers in respect of such liabilities and expenses.

**Item 7. Exemption from Registration Claimed.**

Not applicable.

**Item 8. Exhibits.**

- 4.1 Restated Articles of Incorporation of ADC Telecommunications, Inc., conformed to incorporate amendments dated January 20, 2000, June 30, 2000, August 13, 2001, March 2, 2004 and May 9, 2005 (incorporated by reference to Exhibit 3-a to ADC's Quarterly Report on Form 10-Q for the quarter ended July 29, 2005).
- 4.2 Restated Bylaws of ADC Telecommunications, Inc. effective April 18, 2005 (incorporated by reference to Exhibit 3-f to ADC's Quarterly Report on Form 10-Q for the quarter ended April 29, 2005).
- 4.3 Form of certificate for shares of Common Stock of ADC Telecommunications, Inc. (incorporated by reference to Exhibit 4-a to ADC's Quarterly Report on Form 10-Q for the quarter ended April 29, 2005).
- 4.4 Rights Agreement, as amended and restated as of May 9, 2007, between ADC Telecommunications, Inc. and Computershare Investor Services, LLC, as Rights Agent (which includes as Exhibit A, the Form of Certificate of Designation, Preferences and Right of Series A Junior Participating Preferred Stock, as Exhibit B, the Form of Rights Certificate, and as Exhibit C, the Summary of Rights to Purchase Preferred Shares) (incorporated by reference to Exhibit 4-b to ADC's Form 8-A/A filed on May 11, 2007).
- 5.1 Opinion of Dorsey & Whitney LLP (Filed herewith).
- 23.1 Consent of Dorsey & Whitney LLP (included in Exhibit 5.1).
- 23.2 Consent of Independent Registered Public Accounting Firm (Filed herewith).
- 24.1 Power of Attorney (Filed herewith).

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**Item 9. Undertakings.**

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933, as amended (the "Securities Act");

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

*provided, however*, that paragraphs (a)(1)(i) and (a)(1)(ii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the SEC by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

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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 City of Eden Prairie, State of Minnesota, on December 12, 2007.

ADC TELECOMMUNICATIONS, INC.

By: /s/ Robert E. Switz  
Robert E. Switz  
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 indicated on December 12, 2007.

<b>Signature</b>	<b>Title</b>
/s/ Robert E. Switz Robert E. Switz	President, Chief Executive Officer and Director (principal executive officer)
/s/ James G. Mathews James G. Mathews	Vice President and Chief Financial Officer (principal financial and accounting officer)
/s/ Steven G. Nemitz Steven G. Nemitz	Vice President, Controller (principal accounting officer)
* John A. Blanchard, III	Chairman
* John J. Boyle, III	Director
* Mickey P. Foret	Director
* J. Kevin Gilligan	Director
* Lois M. Martin	Director
* John E. Rehfeld	Director





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<b>Signature</b>		<b>Title</b>
William R. Spivey	*	Director
Larry W. Wangberg	*	Director
John D. Wunsch	*	Director
* By /s/ James G. Mathews Attorney-in-Fact		

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