

TELEFLEX INC
Form S-8
November 05, 2004

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As filed with the Securities and Exchange Commission on November 5, 2004.

Registration No. 333-

**SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

FORM S-8

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

TELEFLEX INCORPORATED

(Exact name of Registrant as specified in its charter)

| | | |
|--------------------------|--|---|
| Delaware | 155 South Limerick Road Limerick, PA 19468 | 23-1147939 |
| (State of Incorporation) | (Address of principal executive offices) (Zip Code) | (I.R.S. Employer Identification No.) |

**TELEFLEX INCORPORATED
DEFERRED COMPENSATION PLAN**

(Full Title of the Plan)

Jeffrey P. Black
President and Chief Executive Officer
Teleflex Incorporated
155 South Limerick Road
Limerick, Pennsylvania 19468
(name and address of agent for service)

(610) 948-2828
(Telephone number, including area code, of agent for service)

Copies of all communications to:

Joan W. Schwartz, Esq.
Associate General Counsel
Teleflex Incorporated
155 South Limerick Road
Limerick, Pennsylvania 19468
(610) 948-2812

CALCULATION OF REGISTRATION FEE

| Title of securities to be registered | Amount to be registered | Proposed maximum offering price per share | Proposed maximum aggregate offering price | Amount of registration fee |
|--|--------------------------------|--|--|-----------------------------------|
| Non-qualified deferred compensation plan obligations (1) | \$25,000,000 | 100% | \$25,000,000(2) | \$3,167.50(3) |

-
- (1) This Registration Statement registers obligations of the Registrant to pay \$25,000,000 in deferred compensation to participants in the Teleflex Incorporated Deferred Compensation Plan (the Plan) in accordance with the terms of the Plan.
- (2) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(h) of the Securities Act based upon the maximum amount of compensation that is expected to be deferred under the Plan.
- (3) In accordance with Release 2004-10, effective January 28, 2004, the fee for registering securities on this form is \$126.70 per million dollars (or part thereof) of the amount of securities to be registered
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OPINION OF JOAN W. SCHWARTZ, ESQ.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

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**PART I
INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS**

The documents containing information specified in Part I of Form S-8 will be sent or given to all eligible employees, as specified by Rule 428(b)(1) of the Securities Act of 1933, as amended (the Securities Act).

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

Item 3. Incorporation of Documents by Reference.

This Registration Statement is filed with the Securities and Exchange Commission for the purpose of registering additional deferred compensation obligations (Obligations) of Teleflex Incorporated (the Registrant) in connection with the Teleflex Incorporated Deferred Compensation Plan (the Plan), as specified by Rule 428(b)(1) of the Securities Act. A registration statement on Form S-8, registration number 333-77601 (the Prior Registration Statement), was filed on May 3, 1999 in respect of Obligations to be offered pursuant to the Plan and is currently effective. The contents of the Prior Registration Statement, to the extent not otherwise amended or superseded by the contents hereof, are incorporated herein by reference.

Item 8. Exhibits.

The following exhibits are filed herewith or incorporated by reference as part of this Registration Statement:

| Exhibit Number | Description |
|-----------------------|---|
| 5.1 | Opinion of Joan W. Schwartz, Esq. |
| 23.1 | Consent of Independent Registered Public Accounting Firm. |
| 23.2 | Consent of Joan W. Schwartz, Esq. (contained in the opinion filed as Exhibit 5.1 to this Registration Statement). |
| 24.1 | Power of Attorney (included in Signature Page). |

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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 the City of Limerick, State of Pennsylvania, on November 5, 2004.

TELEFLEX INCORPORATED

By: /s/ Jeffrey P. Black
Jeffrey P. Black
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each individual whose signature appears below constitutes and appoints Jeffrey P. Black and Joan W. Schwartz, and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or his or her substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement and the foregoing Power of Attorney have been signed by the following persons in the capacities indicated on November 5, 2004

/s/ Lennox K. Black _____ Director and Chairman of the Board

Lennox K. Black

/s/ Jeffrey P. Black _____ President, Chief Executive Officer and
Director (Principal Executive Officer)

Jeffrey P. Black

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ACKNOWLEDGMENT BY AGENTS

We, Jeffrey P. Black and Joan W. Schwartz, have read the above power of attorney and are the persons identified as the attorneys-in-fact and agents for the principals whose signatures appear above. We hereby acknowledge that in the absence of a specific provision to the contrary in the power of attorney or in the Pennsylvania Probate, Estates and Fiduciaries Code (20 Pa. C.S.) when either of us acts as an attorney-in-fact and agent:

We shall exercise the power for the benefit of the principals.

We shall keep the assets of the principals separate from our assets.

We shall exercise reasonable caution and prudence.

We shall keep a full and accurate record of all actions, receipts and disbursements on behalf of the principals.

/s/ Jeffrey P. Black

Attorney-In-Fact

November 5, 2004

Jeffrey P. Black

/s/ Joan W. Schwartz

Attorney-In-Fact

November 5, 2004

Joan W. Schwartz