

FIRST ALBANY COMPANIES INC

Form S-8

May 05, 2004

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

**Registration No. 333-**

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**SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM S-8**

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

**FIRST ALBANY COMPANIES INC.**  
(Exact Name of Registrant as Specified in Its Charter)

<b>New York</b>	<b>22-2655804</b>
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification Number)

**30 S. Pearl Street**  
**Albany, New York 12207-1599**  
**(518) 447-8500**  
(Address of Registrant's Principal Executive Offices)

**FIRST ALBANY COMPANIES INC.**  
**1999 LONG-TERM INCENTIVE PLAN**

(Full Title of the Plans)

**Stephen P. Wink, Esq.**  
**Secretary and General Counsel**  
**First Albany Companies Inc.**  
**30 S. Pearl Street**  
**Albany, New York 12207-1599**  
**(518) 447-8500**

(Name, Address, and Telephone Number of Agent for Service)

*Copy of communications to:*

**Arthur H. Kohn, Esq.**  
**Cleary, Gottlieb, Steen & Hamilton**  
**One Liberty Plaza**  
**New York, New York 10006**  
**(212) 225-2000**

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**CALCULATION OF REGISTRATION FEE**

<b>Title of securities to be registered</b>	<b>Amount to be registered (1)</b>	<b>Proposed maximum offering price per share (2)</b>	<b>Proposed maximum aggregate offering price</b>	<b>Amount of registration fee</b>
Common Stock, \$.01 par value	1,200,000	\$12.69	\$15,228,000	\$1,929.39

- (1) This Registration Statement covers 1,200,000 shares of Common Stock issuable upon exercise of options or covered under other awards granted pursuant to the First Albany Companies Inc. 1999 Long-Term Incentive Plan plus any additional shares of Common Stock which will become issuable under such plan by reason of any stock dividend, stock split, recapitalization or other similar transaction. This Registration Statement also covers the rights (the Rights ) attached to each share of Common Stock pursuant to the Rights Agreement dated March 30, 1998. Until the occurrence of certain specified events, the Rights are not exercisable, are evidenced by the certificates representing the shares and may be transferred only together with the shares.
- (2) Estimated solely for the purpose of determining the amount of the registration fee in accordance with Rule 457(h) under the Securities Act and based upon the average of the high (\$12.78) and low (\$12.60) prices of the Common Stock as reported on the NASDAQ National Exchange on May 3, 2004
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OPINION OF CLEARY, GOTTLIB, STEEN & HAMILTON

1999 LONG-TERM INCENTIVE PLAN

CONSENT OF PRICEWATERHOUSECOOPERS LLP

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On March 23, 2004, the Board of Directors of First Albany Companies Inc. (the Company) adopted an amendment to the Company's 1999 Long-Term Incentive Plan (the Plan) to increase the maximum number of shares of the Company's Common Stock that may be issued pursuant to options or other awards granted under the Company's Plan by 1,200,000 to a total of 3,600,000 shares. The Company's shareholders approved the amendment to the Plan at the Company's Annual Meeting of Shareholders held April 27, 2004.

The additional shares to be registered by this Registration Statement are of the same class as those securities covered by the Company's previously filed Registration Statements on Form S-8 filed on May 20, 1999 (Registration No. 333-78879), July 31, 2002 (Registration No. 333-97465) and June 2, 2003 (Registration No. 333-105771) with respect to the Plan (together, the Prior Registration Statements). This Registration Statement on Form S-8 has been prepared and filed pursuant to and in accordance with the requirements of General Instruction E to Form S-8 for the purpose of effecting the registration under the Securities Act of 1933 of an additional 1,200,000 shares of Common Stock issuable pursuant to options or other awards to be granted under the Plan, as so amended and restated. Pursuant to General Instruction E to Form S-8, the contents of the Prior Registration Statements, made in connection with the Plan, including the periodic reports that the Company filed after the Prior Registration Statements to maintain current information about the Company, are incorporated herein by reference.

**Part II****Item 8. Exhibits.**

In addition to the exhibits filed or incorporated by reference into the Prior Registration Statements, the following documents are filed as exhibits to this Registration Statement.

<b>Exhibit No.</b>	<b>Description</b>	<b>Method of Filing</b>
5	Opinion of Cleary, Gottlieb, Steen & Hamilton as to the legality of the securities being registered	Filed herewith
10	First Albany Companies Inc. 1999 Long-Term Incentive Plan	Filed herewith
23.1	Consent of Cleary, Gottlieb, Steen & Hamilton	Contained in the opinion filed as Exhibit 5
23.2	Consent of PricewaterhouseCoopers LLP	Filed herewith
24	Power of Attorney	Included on the signature page

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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 Albany and the State of New York on the 27<sup>th</sup> day of April, 2004.

FIRST ALBANY COMPANIES INC.

By /s/ Alan P. Goldberg

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Name: Alan P. Goldberg  
Title: President and Chief Executive  
Officer

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## POWER OF ATTORNEY

Know all men by these presents, that each officer or director of First Albany Companies Inc. whose signature appears below constitutes and appoints Alan P. Goldberg and George C. McNamee, and each of them acting singly, as his or her true and lawful attorney-in-fact and agent, with full and several power of substitution, to sign for him and in his name, place and stead in any and all capacities indicated below, the Registration Statement on Form S-8 filed herewith and any and all pre-effective and post-effective amendments and supplements to the said Registration Statement, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent, full power and authority to do and perform each and every act and thing requisite and necessary fully to all intents and purposes as he or she might or could do in person hereby ratifying and confirming all that said attorney-in-fact and agent, or his or her 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 has been signed by each of the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
/s/ Alan P. Goldberg		
Alan P. Goldberg	Director, President and Chief Executive Officer (Principal Executive Officer)	April 27, 2004
/s/ Steven R. Jenkins		
Steven R. Jenkins	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	April 27, 2004
/s/ George C. McNamee		
George C. McNamee	Director	April 27, 2004
/s/ Robert F. Campbell		
Robert F. Campbell	Director	April 27, 2004
/s/ Carl P. Carlucci		
Carl P. Carlucci	Director	April 27, 2004
/s/ Walter W. Fiederowicz		
Walter W. Fiederowicz	Director	April 27, 2004
/s/ Nicholas A. Gravante, Jr.		
Nicholas A. Gravante, Jr.		April 27, 2004

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Nicholas A. Gravante, Jr.	Director	
/s/ Hugh A. Johnson, Jr.		April 27, 2004
Hugh A. Johnson, Jr.	Director	
/s/ Dale Kutnick		April 27, 2004
Dale Kutnick	Director	
/s/ Arthur T. Murphy		April 27, 2004
Arthur T. Murphy	Director	

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<b>Signature</b>	<b>Title</b>	<b>Date</b>
<hr/> <i>/s/</i> Shannon P. O Brien <hr/>		
Shannon P. O Brien	Director	April 27, 2004
<hr/> <i>/s/</i> Arthur J. Roth <hr/>		
Arthur J. Roth	Director	April 27, 2004

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