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CORECOMM HOLDCO INC

Form S-8

July 02, 2002

As filed with the Securities and Exchange Commission on July 1, 2002

Registration No. 333-\_\_\_\_\_

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM S-8  
REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933

CORECOMM HOLDCO, INC.  
(Exact Name of Registrant as Specified in Its Charter)

Delaware  
(State or Other Jurisdiction of  
Incorporation or Organization)

13-4078506  
(I.R.S. Employer  
Identification No.)

110 East 59th Street, 26th Floor  
New York, New York 10022  
(212) 906-8485  
(Address, Including Zip Code, and Telephone Number of  
Registrant's Principal Executive Offices)

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CORECOMM HOLDCO, INC. 2001 STOCK OPTION PLAN  
(Full Title of the Plan)  
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Michael A. Peterson  
Executive Vice President - Chief Operating Officer and Chief Financial Officer  
CoreComm Holdco, Inc.  
110 East 59th Street, 26th Floor  
New York, New York 10022  
(212) 906-8485  
(Name, Address and Telephone Number, Including Area Code, of Agent for Service)

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CALCULATION OF REGISTRATION FEE  
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| Title of Securities<br>To Be Registered   | Amount To Be<br>Registered(2) | Proposed Maximum<br>Offering Price<br>Per Share | Proposed Maximum<br>Aggregate<br>Offering<br>Price |
|---|-------------------------------|---|--|
| Common Stock, par value \$0.01 per<br>share, including the associated Rights<br>to purchase Series A Junior<br>Participating Preferred Stock(1):<br>Shares subject to outstanding options<br>under the CoreComm Holdco, Inc. 2001<br>Stock Option Plan (the "Plan") | 7,775,209<br>shares           | \$1.00(3)                                       | \$7,775,209(3)                                     |

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|  |                     |        |             |
|--|---------------------|--------|-------------|
| Common Stock, par value \$0.01 per share, including the associated Rights to purchase Series A Junior Participating Preferred Stock(1):<br>Shares available for future grants under the Plan | 924,791<br>shares   | N/A(4) | N/A(4)      |
| <hr style="border-top: 1px dashed black;"/>  |                     |        |             |
| Total  | 8,700,000<br>shares | N/A    | \$7,775,209 |
| <hr style="border-top: 1px dashed black;"/>  |                     |        |             |

- (1) The rights (the "Rights") to purchase shares of our Series A Junior Participating Preferred Stock, par value \$0.01 per share (the "Series A Preferred Stock"), initially are attached to and trade with the shares of our common stock, par value \$0.01 per share (the "Common Stock"), being registered hereby. Upon the occurrence of specified events, our Series A Junior Participating Preferred Stock will be evidenced separately from the shares of our Common Stock. Value attributed to these rights, if any, is reflected in the market price of our Common Stock.
- (2) This registration statement shall also cover pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), any additional shares of our Common Stock which become issuable under the Plan by reason of any stock dividend, stock split, recapitalization, exchange of shares or other similar transaction effected without the receipt of consideration which results in an increase in the number of the Registrant's outstanding shares of Common Stock.
- (3) Computed in accordance with Rule 457(h) under the Securities Act. Such computation is based on the exercise price of \$1.00 per share covering 7,775,209 outstanding options.
- (4) Computed in accordance with Rule 457(h)(1) under the Securities Act. Due to the fact that there is currently no market for our Common Stock and that at the most recent practicable date prior to the filing of the registration statement the book value of our Common Stock was negative, no filing fee has been submitted for these shares.

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This Registration Statement will become effective upon filing in accordance with Rule 462(a) under the Securities Act.

### PART I

#### INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

- Item 1. Plan Information\*
- Item 2 Registrant Information and Employee Plan Annual Information\*

\* The document(s) containing the information specified in Part I of Form S-8 have been or will be sent or given to employees as specified by Rule 428(b)(1) under the Securities Act.

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## PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

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

The Securities and Exchange Commission (the "Commission") requires us to "incorporate by reference" certain of our publicly-filed documents into this prospectus, which means that information included in those documents is considered part of this prospectus. Information that we file with the Commission after the effective date of this prospectus will automatically update and supercede this information. We incorporate by reference any future filings made with the Commission under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended, (the "Exchange Act"), until we terminate the effectiveness of this registration statement. We are a successor issuer to CoreComm Limited pursuant to Rule 12g-3(a) of the Exchange Act and incorporate by reference the filings listed below which are the only any filings we previously made with the Commission under the Exchange Act.

The following documents filed with the Commission are hereby incorporated by reference:

(a) Our prospectus, dated July 1, 2002, filed with the Commission pursuant to Rule 424(b) under the Securities Act and which constitutes a part of our registration statement on Form S-1 (Registration No. 333-82402).

(b) Our Form 8-K, dated July 1, 2002, disclosing that we are a successor issuer to CoreComm Limited and containing a description of the Common Stock and the Rights.

(c) Our Form 8-K, dated July 1, 2002, disclosing that we are a successor issuer to CoreComm Limited and containing a description of the Common Stock and the Rights.

We will furnish without charge to you, on written or oral request, a copy of any or all of the documents incorporated by reference, other than exhibits to those documents. You should direct any requests for documents to Winston Black, CoreComm Holdco, Inc., 110 East 59th Street, 26th floor, New York, NY 10022.

### 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 145 of the Delaware General Corporation Law (the "DGCL") authorizes a corporation to indemnify its directors, officers, employees and agents against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement reasonably incurred, including liabilities under the Securities Act, provided they act in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the corporation, although in the case of proceedings brought by or on behalf of the corporation, this indemnification is limited to expenses and is not permitted if the individual is adjudged liable to the corporation (unless the court determines otherwise). Our charter and amended bylaws require us to indemnify our officers and directors to the

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full extent permitted by Delaware law.

Section 102 of the DGCL authorizes a corporation to limit or eliminate its directors' liability to the corporation or its stockholders for monetary damages for breaches of fiduciary duties, other than for (1) breaches of the duty of loyalty, (2) acts or omissions not in good faith or that involve intentional misconduct or knowing violations of law, (3) unlawful payments of dividends, stock purchases or redemptions, or (4) transactions from which a director derives an improper personal benefit. Our charter contains provisions limiting the liability of our directors to us and to our stockholders to the full extent permitted by Delaware law.

Section 145 of the DGCL authorizes a corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation against any liability asserted against him or her and incurred by him or her in any capacity as a director, officer, employee or agent, or arising out of his or her status as such. Our charter and amended bylaws provide that we may, to the full extent permitted by law, purchase and maintain insurance on behalf of any of our directors, officers, employees or agents against any liability that may be asserted against him or her and we currently maintain this insurance. We maintain liability insurance covering our directors and officers for claims asserted against them or incurred by them in their capacity as directors or officers, including claims brought under the Securities Act.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

The Exhibit Index is hereby incorporated by reference.

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 the registration statement:

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

(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

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in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent 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 paragraph (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Sections 13 or 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

- (2) That, for the purpose of determining any liability under the Securities Act of 1933, 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 of 1933, each filing of the Registrant's annual report pursuant to Sections 13(a) or 15(d) of the Securities Exchange Act of 1934, (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) 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 of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the provisions described in Item 6, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the 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

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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 Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York on July 1, 2002.

CORECOMM HOLDCO, INC.

By: /s/ Michael A. Peterson

Name: Michael A. Peterson
Title: Executive Vice President -
Chief Operating Officer and
Chief Financial Officer

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Michael A. Peterson such person's true and lawful attorney-in-fact and agent, with full power of substitution and revocation, for such person and in such person's name, place and stead, in any and all capacities (until revoked in writing), to sign any and all amendments (including post-effective amendments) to this registration statement filed pursuant to Rule 462 under the Securities Act, and to file the same with all exhibits thereto, and the 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 things requisite and necessary to be done, as fully to all intents and purposes as such person might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE

TITLE

Chairman of the Board of Directors

-----
Barclay Knapp

/s/ Thomas Gravina
-----
Thomas Gravina

President and Chief Executive
Officer (Principal Executive Officer); Director

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/s/ Michael A. Peterson Executive Vice President - Chief  
 ----- Operating Officer and Chief Financial Officer  
 Michael A. Peterson (Principal Financial Officer); Director

/s/ Gregg N. Gorelick Senior Vice President - Controller and  
 ----- Treasurer  
 Gregg N. Gorelick

-----  
 George S. Blumenthal Director, Chairman Emeritus

/s/ Ralph H. Booth, II Director  
 -----  
 Ralph H. Booth, II

/s/ Alan J. Patricof Director  
 -----  
 Alan J. Patricof

-----  
 Warren Potash Director

EXHIBIT INDEX

| Exhibit<br>Number<br>----- | Description<br>-----   |
|----------------------------|--|
| 4.1                        | CoreComm Holdco, Inc. 2001 Stock Option Plan<br>(incorporated by reference to Exhibit 10.1 to CoreComm<br>Holdco, Inc.'s registration statement on Form S-1, file<br>no. 333-82402)  |
| 4.2                        | Restated Certificate of Incorporation of CoreComm Holdco,<br>Inc. (incorporated by reference to Exhibit 3.1 to<br>CoreComm Holdco, Inc.'s registration statement on Form<br>S-1, file no. 333-82402)   |
| 4.3                        | Certificate of Amendment to the Restated Certificate of<br>Incorporation of CoreComm Holdco, Inc. (incorporated by<br>reference to Exhibit 3.2 to CoreComm Holdco, Inc.'s<br>registration statement on Form S-1, file no. 333-82402)                                 |
| 4.4                        | Certificate of Correction to Certificate of Amendment to<br>the Restated Certificate of Incorporation of CoreComm<br>Holdco, Inc. (incorporated by reference to Exhibit 3.3 to<br>CoreComm Holdco, Inc.'s registration statement on Form<br>S-1, file no. 333-82402) |

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- 4.5 Rights Agreement, dated as of December 17, 2001, by and between CoreComm Holdco, Inc. and Continental Stock Transfer & Trust Company, including form of rights certificate (incorporated by reference to Exhibit 4.2 to CoreComm Holdco, Inc.'s registration statement on Form S-1, file no. 333-82402)
- 4.6 Specimen common stock certificate (front and reverse side) (incorporated by reference to Exhibit 4.1 to CoreComm Holdco, Inc.'s registration statement on Form S-1, file no. 333-82402)
- 5.1 Opinion of Skadden, Arps, Slate, Meagher & Flom LLP, as to the legality of the securities offered hereby
- 23.1 Consent of Ernst & Young LLP
- 23.2 Consent of BDO Seidman LLP
- 23.3 Consent of PricewaterhouseCoopers LLP
- 23.4 Consent of Skadden, Arps, Slate, Meagher & Flom LLP (included as part of Exhibit 5.1 hereto)
- 24.1 Power of Attorney (included on signature page hereto)