

CLOROX CO /DE/

FORM S-8

(Securities Registration: Employee Benefit Plan)

Filed 11/22/1994

Address	THE CLOROX COMPANY 1221 BROADWAY OAKLAND, California 94612-1888
Telephone	510-271-7000
CIK	0000021076
Industry	Personal & Household Prods.
Sector	Consumer/Non-Cyclical
Fiscal Year	06/30

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

THE CLOROX COMPANY

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

31-0595760
(I.R.S. Employer
Identification No.)

1221 Broadway, Oakland, CA
(Address of Principal Executive Offices)

94612-1888
(Zip Code)

THE CLOROX COMPANY 1993 DIRECTORS' STOCK OPTION PLAN (Full title of the plan)

Edward A. Cutter, Senior Vice President -
General Counsel and Secretary
The Clorox Company,
1221 Broadway, Oakland, CA 94612-1888
(Name and address of agent for service)

510-271-7000
(Telephone number, including area code,
of agent for service)

Calculation of Registration Fee

Title of Securities	Number of shares	Proposed Maximum Offering	Proposed Maximum Aggregate	Amount of Regis-
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to be to be Price Per Offering tration
Registered Registered Share Price Fee

Common Stock 100,000 \$56.50* \$5,650,000.00 \$1,948.28*

* Pursuant to Rule 457(c) and (h), estimate based on the average high and low sale prices of Clorox common stock on the New York Stock Exchange on November 16, 1994.

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents are incorporated by

reference herein:

(a) The Company's annual report on Form 10-K for the fiscal year ended June 30, 1994;

(b) The Company's quarterly report on Form 10-Q for the quarter ended September 30, 1994, filed pursuant to Section 13 of the Securities Exchange Act of 1934, as amended (the "Exchange Act");

(c) All other reports filed by the Company since June 30, 1994 with the Securities and Exchange Commission pursuant to Section 13(a) or 15 (d) of the Exchange Act.

(d) The description of Clorox common stock contained in the paragraph entitled "Voting at the Annual Meeting," on page 1 of the Company's proxy statement dated September 28, 1994.

(e) All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all such securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be part hereof from the date of filing of such documents.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Edward A. Cutter, Esq., who has rendered an opinion regarding the validity of the securities being registered hereby, is the Senior Vice President-General Counsel and Secretary of the Company. As of July 29, 1994, Mr. Cutter

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owned 40,327 shares of the Company's common stock, including 24,558 shares issuable upon the exercise of stock options that were exercisable within 60 days of such date.

Item 6. Indemnification of Directors and Officers.

The Company, a Delaware corporation, is empowered by Section 145 of the Delaware General Corporation Law (the "DGCL"), subject to the procedures and limitations stated therein, to indemnify any person against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in the defense of any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, in which such person is made a party by reason of his or her being or having been a director or officer of the Company. The statute provides that indemnification pursuant to its provisions is not exclusive of other rights of indemnification to which a person may be entitled under any bylaw, agreement, vote of stockholders or disinterested directors, or otherwise.

Part I of Article Eight of the Restated Certificate of

Incorporation of the Company provides that the Company shall indemnify its directors and officers substantially to the fullest extent permitted by the DGCL.

The Company is also empowered by Section 102(b) of the DGCL to include a provision in its certificate of incorporation to limit a director's liability to the Company or its stockholders for monetary damages for breaches of fiduciary duty as a director. Article Nine of the Restated Certificate of Incorporation of the Company states that directors of the Company shall not be liable for monetary damages for breach of fiduciary duty except for liability for (i) a breach of their duty of loyalty to the Company or its stockholders; (ii) any acts or omissions not in good faith; (iii) their intentional misconduct or knowing violation of law; (iv) improper dividend payments, stock repurchases or redemptions; and (v) any transaction from which the director derived an improper personal benefit.

Policies of insurance are maintained by the Company under which the directors and officers of the Company are insured, within the limits and subject to the limitations of the policies, against certain expenses in connection with the defense of actions, suits or proceedings, and certain liabilities which might be imposed as a result of such actions, suits or proceedings, to which they are parties by reason of being or having been such directors or officers.

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The Clorox Company 1993 Directors' Stock Option Plan (the "Plan") provides that no member of the committee selected by the board of directors to administer the Plan shall be liable for any action that he or she has taken or has failed to take in good faith with respect to the Plan or any option issued thereunder.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

Exhibit Index

Exh. No.	Description
(4)	The Clorox Company 1993 Directors' Stock Option Plan, attached as Exhibit 10(xi) to the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 1994, incorporated herein by this reference.
(5)	Opinion of Edward A. Cutter, Esq., Senior Vice President-General Counsel and Secretary of the Company (located at page E-1 hereof).
(23)(a)	Consent of Deloitte & Touche LLP (located at page E-2 hereof).
(b)	Consent of Edward A. Cutter, Esq. (included in Exhibit 5 above).
(24)	Manually executed Power of Attorney of Daniel Boggan, Jr., John W. Collins, Ursula Fairchild, Jochen Krautter, Juergen Manchot, Dean O. Morton, Edward L. Scarff, Lary R. Scott, Forrest N. Shumway, James A. Vohs and C.A. Wolfe, dated March 16, 1994 (located at page E-3 hereof).

Item 9. Undertakings.

The Company hereby undertakes:

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

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(b) That, for the purpose of determining any liability under the Securities Act of 1933, each post-effective amendment referred to in undertaking (a) above 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) 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;

(d) That, for purposes of determining any liability under the Securities Act of 1933, 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;

(e) That, 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 foregoing provisions, 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 liability (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

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such indemnification by it is against public policy as expressed in the 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 Oakland, State of California on November 21, 1994.

THE CLOROX COMPANY

By: /s/ G. CRAIG SULLIVAN
G. Craig Sullivan
Chairman 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 and on the dates indicated.

Signature	Title	Date
/s/ G. CRAIG SULLIVAN G. Craig Sullivan	Chairman of the Board, Chief Executive Officer and Director (principal executive officer)	November 21, 1994
/s/ WILLIAM F. AUSFAHL William F. Ausfahl	Group Vice President, Chief Financial Officer and Director (principal financial officer)	November 21, 1994
/s/ HENRY J. SALVO, JR. Henry J. Salvo, Jr.	Vice President-Controller (principal accounting officer)	November 21, 1994
/s/ DANIEL BOGGAN, JR. * Daniel Boggan, Jr.	Director	November 21, 1994

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Signature	Title	Date
/s/ JOHN W. COLLINS * John W. Collins	Director	November 21, 1994
/s/ URSULA FAIRCHILD * Ursula Fairchild	Director	November 21, 1994
/s/ JOCHEN KRAUTTER * Jochen Krautter	Director	November 21, 1994
/s/ JUERGEN MACHOT * Juergen Manchot	Director	November 21, 1994
/s/ DEAN O. MORTON * Dean O. Morton	Director	November 21, 1994
/s/ EDWARD L. SCARFF * Edward L. Scarff	Director	November 21, 1994
/s/ LARY R. SCOTT * Lary R. Scott	Director	November 21, 1994
/s/ FORREST N. SHUMWAY * Forrest N. Shumway	Director	November 21, 1994
/s/ JAMES A. VOHS * James A. Vohs	Director	November 21, 1994
/s/ C. A. WOLFE * C. A. Wolfe	Director	November 21, 1994

* By /s/ EDWARD A. CUTTER
Edward A. Cutter, Esq.
(Attorney in Fact)

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**EXHIBIT 5 TO
FORM S-8 REGISTRATION STATEMENT
REGARDING
THE CLOROX COMPANY
1993 DIRECTORS' STOCK OPTION PLAN**

November 21, 1994

Ladies and Gentlemen:

This is with respect to the Registration Statement on Form S-8, to which this opinion is an exhibit, covering 100,000 shares of Clorox Common Stock which may be issued pursuant to exercise of options granted under The Clorox Company 1993 Directors' Stock Option Plan.

It is my opinion that:

1. All necessary corporate action has been duly taken to adopt said Plan and said Plan was duly approved by action of the stockholders of The Clorox Company.
2. Said 100,000 shares of Clorox Common Stock have been reserved for purposes of said Plan and such shares, when issued on exercise of options granted in accordance with the terms and conditions of said Plan, will be legally issued, fully paid and non-assessable.

I hereby consent to the filing of this opinion with the Securities and Exchange Commission as an exhibit to the aforesaid registration statement.

Very truly,

*/s/ EDWARD A. CUTTER
Edward A. Cutter
Senior Vice President -
General Counsel and
Secretary*

**EXHIBIT 23(a) TO
FORM S-8 REGISTRATION STATEMENT
REGARDING
THE CLOROX COMPANY
1993 DIRECTORS' STOCK OPTION PLAN**

INDEPENDENT AUDITORS' CONSENT

We consent to the incorporation by reference in this Registration Statement of The Clorox Company on Form S-8 of the reports of Deloitte & Touche dated August 10, 1994, appearing in and incorporated by reference in the Annual Report on Form 10-K of The Clorox Company for the year ended June 30, 1994.

/s/ DELOITTE & TOUCHE LLP

*San Francisco, California
November 21, 1994*

**EXHIBIT 24 TO
FORM S-8 REGISTRATION STATEMENT
REGARDING
THE CLOROX COMPANY
1993 DIRECTORS' STOCK OPTION PLAN**

POWER OF ATTORNEY

Know All Men By These Presents:

WHEREAS, The Clorox Company, a Delaware corporation (the "Company"), contemplates filing with the Securities and Exchange Commission (the "Commission") at Washington, D.C., under the provisions of the Securities Act of 1933, as amended, and the regulations promulgated thereunder, a Registration Statement on Form S-8 (and amendments thereto, including post-effective amendments), with respect to up to an additional 1,700,000 shares of the Company's common stock to be purchased pursuant to the Company's Long-Term Compensation Program.

WHEREAS, each of the undersigned is an officer or director, or both, of the Company.

NOW, THEREFORE, each of the undersigned hereby constitutes and appoints Edward A. Cutter his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for each such person and in his or her name, place and stead, in any and all capacities, to sign the aforementioned Registration Statement (and any and all amendments thereto, including post-effective amendments) and to file the same, with all exhibits thereto, and other documents in connection therewith, with the 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 to be done, as fully as to all intents and purposes he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or their substitutes, may lawfully do and cause to be done by virtue hereof.

IN WITNESS WHEREOF, each of the undersigned has hereunto set his or her hand on the 16th day of March, 1994.

*/s/ DANIEL BOGGAN, JR.
Daniel Boggan, Jr.*

*/s/ JOHN W. COLLINS
John W. Collins*

*/s/ URSULA FAIRCHILD
Ursula Fairchild*

*/s/ JOCHEN KRAUTTER
Jochen Krautter*

*/s/ JUERGEN MANCHOT
Juergen Manchot*

*/s/ DEAN O. MORTON
Dean O. Morton*

*/s/ EDWARD L. SCARFF
Edward L. Scarff*

*/s/ LARY R. SCOTT
Lary R. Scott*

*/s/ FORREST N. SHUMWAY
Forrest N. Shumway*

*/s/ JAMES A. VOHS
James A. Vohs*

*/s/ C. A. WOLFE
C. A. Wolfe*

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